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RELATIVE TO

B U S I N E S S C O R P O R A T I O N S

B E I N G

CHAPTER 437, ACTS OF 1903, WITH ADDITIONAL ACTS
RELATING TO BUSINESS CORPORATIONS

PREPARED UNDER THE DIRECTION OF THE COMMISSIONER OF CORPORATIONS
AND TAXATION, SEPTEMBER 1, 1903



BOSTON

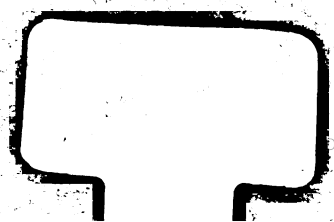
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Massachusetts. Laws, statutes, Corporation law

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RELATING TO

BUSINESS CORPORATIONS

BEING

CHAPTER 437, ACTS OF 1903, WITH ADDITIONAL ACTS
RELATING TO BUSINESS CORPORATIONS

PREPARED UNDER THE DIRECTION OF THE COMMISSIONER OF CORPORATIONS
AND TAXATION, SEPTEMBER 1, 1920



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THE BUSINESS CORPORATION LAW OF 1903.

[ACTS OF 1903, CHAPTER 487.]

AN ACT RELATIVE TO BUSINESS CORPORATIONS.

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GENERAL PROVISIONS.

SECTION 1. This act may be cited as THE BUSINESS CORPORATION LAW. It shall, except as herein otherwise provided, apply

Application
of act.
1910, 353.

(a) To all corporations having a capital stock and established for the purpose of carrying on business for profit heretofore or hereafter organized under general laws of the commonwealth.

(b) To all such corporations heretofore created under special laws of the commonwealth, except so far as its provisions are inconsistent with the provisions of any such special laws enacted before the eleventh day of March in the year eighteen hundred and thirty-one as are not subject to amendment, alteration or repeal by the general court.

(c) To all such corporations hereafter created under special laws of the commonwealth so far as its provisions are consistent with the provisions of said special laws.

It shall not apply to corporations organized under general or special laws of this commonwealth for the purpose of carrying on the business of a bank, savings bank, co-operative bank, trust company, surety or indemnity company, or safe deposit company, or to corporations organized under general or special laws of this commonwealth for

the purpose of carrying on within the commonwealth the business of an insurance company, railroad, electric railroad or street railway company, telegraph or telephone company, gas or electric light, heat or power company, canal, aqueduct or water company, cemetery or crematory company, or to any other corporations which now have or may hereafter have the right to take or condemn land within the commonwealth, or to exercise franchises in public ways granted by the commonwealth, or by any county, city or town; but, except as hereinbefore provided, the provisions of this section shall not be construed to prohibit the organization of a corporation under the provisions of this act for the purpose of carrying on any lawful business outside of this commonwealth.

Rights and
liabilities of
existing
corporations.
R. L. 109, § 3.
1907, 414, § 2.
1910, 353.
1913, 597.
192 Mass. 129.
217 Mass. 335.

SECTION 2. Corporations organized under general laws shall be subject to the provisions of all laws hereafter enacted which may affect or alter their corporate rights or duties or which may dissolve them; but they shall, notwithstanding their dissolution, be subject to the provisions of sections fifty-two and fifty-three. Such amendment, alteration or dissolution shall not take away or impair any remedy which may exist by law, consistently with said sections, against such corporations, their stockholders or officers for a liability previously incurred. The charters of all corporations which are subject to the provisions of this act and which have been incorporated by special law since the eleventh day of March in the year eighteen hundred and thirty-one and of all such corporations as may be hereafter incorporated by special law shall be subject to amendment, alteration or repeal by the general court. Corporations of the kind which are subject to the provisions of this act, and which were incorporated by special law before such date, may, by amendment to their certificate of organization, adopted as provided in section forty, and filed as provided in section forty-one, reorganize under this act, and thereupon and thereafter, they shall be governed in all respects by its provisions.

SECTION 3. The commissioner of corporations shall examine the certificates and reports submitted to him under the provisions of this act, and make suitable indorsements upon such as conform to the requirements of law. He shall keep a record of the names of corporations which submit certificates to his inspection, of the date of inspection and of his certificates when given, and of the result in brief of his inspection. He shall report to the attorney-general instances of neglect or omission on the part of corporations to comply with the provisions of this act for the enforcement of the penalties therefor. If a vacancy exists or if the commissioner is absent from his office, the first clerk shall perform the duties of the commissioner, and legal process served upon said clerk shall have the same force and effect as if served upon the commissioner.

Commissioner
of corpora-
tions.
R. L. 110, § 1.

1907, 564.
1913, 792.
1919, 350, § 53.

[*Note.* — Duties to be performed by deputies. See section 53, chapter 350 of General Acts of 1919.]

SECTION 4. Every corporation which is subject to the provisions of this act shall have the following powers and privileges and shall be subject to the following liabilities:—

Corporate
powers.
R. L. 109, §§ 4, 6.
187 Mass. 255.

(a) To have perpetual succession in its corporate name, unless a period for its duration is limited by special law.

1906, 372.

(b) To sue or be sued in its corporate name, and to prosecute or defend to final judgment an execution or decree in any court of law or equity.

(c) To have a capital stock to such an amount as may be fixed in its agreement of association or articles of organization or of amendment as hereinafter provided.

(d) To have a corporate seal, which it may alter at pleasure.

10 Allen, 251.
174 Mass. 175.

(e) To elect all necessary officers, fix their compensation and define their duties.

(f) To hold, purchase, convey, mortgage or lease within or without this commonwealth such real or personal property as the purposes of the corporation may require.

1912, 588, 595.
111 Mass. 315.

(g) To make contracts, incur liabilities and borrow money on its credit and for its use.

R. L. 73, § 3.

(h) To make by-laws not inconsistent with the laws of this commonwealth for regulating its government and for the administration of its affairs as hereinafter provided.

(i) To be dissolved or to have its affairs wound up in the manner hereinafter provided.

Corporate
name.

R. L. 109, § 8.
R. L. 110, § 16.
1906, 163.
1914, 610.
1915, Gen. 118,
§ 2.
1915, Gen. 301,
§ 9.
21 Fed. Rep.
137.
149 Mass. 436.

151 Mass. 558.

SECTION 5. A corporation which is organized under general laws may assume any name which shall indicate that it is a corporation as distinguished from a natural person or a partnership; but it shall not assume the name of another domestic corporation, or of a foreign corporation, or of any partnership or association, carrying on business in this commonwealth at the time of such organization or within three years prior thereto, or a name so similar thereto as to be liable to be mistaken for it, except with the consent in writing of such existing corporation, association or partnership filed with the articles of organization. The supreme judicial court or the superior court shall have jurisdiction in equity, upon the application of any corporation, partnership, association or person interested or affected, to enjoin such corporation from doing business under a name assumed in violation of the provisions of this section although its articles of organization may have been approved and a certificate of incorporation may have been issued to it.

ORGANIZATION OF CORPORATIONS.

Organization
under special
charter.
R. L. 109, §§ 12,
13.

SECTION 6. A corporation which is created by special charter shall, if no time is limited therein, be organized within two years after the passage of its act of incorporation. The persons named in said act and their associate subscribers to stock before the date of the act shall hold the franchise or privileges granted until the corporation is organized.

Organization
under general
laws.
R. L. 110, §§ 4-
13.
1906, 286.
1912, 595.
1914, 598, § 24.
1916, Gen. 266.
1917, Gen. 224.

SECTION 7. Three or more persons may associate themselves by a written agreement of association with the intention of forming a corporation under the general laws for any lawful purpose which is not excluded by the provisions of section one: *provided*, that the agreement of

association of a corporation formed for the purpose of acquiring, holding, managing, improving, leasing, buying and selling real estate shall state the term of the duration of the corporation, such term not to exceed fifty years; and *provided, further*, that corporations formed for the purpose of owning classified forest land under the provisions of the forest classification and taxation act may be organized without limitation of the term of their duration.

SECTION 8. The agreement of association shall state: — Agreement of association.
R. L. 110, § 15.
1902, 441.

(a) That the subscribers thereto associate themselves with the intention of forming a corporation.

(b) The corporate name assumed.

(c) The location of the principal office of the corporation in the commonwealth, and elsewhere in the case of corporations organized to do business wholly outside the commonwealth.

(d) The purposes for which the corporation is formed and the nature of the business to be transacted. 97 Mass. 494.
224 Mass. 20.

(e) In case only shares with par value are to be issued, the total amount of the capital stock of the corporation, which shall not be less than one thousand dollars, to be authorized, and the number of shares into which the capital stock is to be divided, and the par value of the shares, which shall not be less than five dollars, or, in lieu thereof, in case any shares without par value are to be issued, the number of shares without par value to be authorized, which shall not be less than ten, and the number of shares having par value to be authorized, if any, and the par value thereof, which shall not be less than five dollars; the restrictions if any to be imposed upon the transfer of the shares or any of them; and if there are to be two or more classes of stock, a description of the different classes and a statement of the terms on which they are to be created and of the method of voting thereon. 1920, 394, § 1.
162 Mass. 148.
179 Mass. 169.
181 Mass. 476.
219 Mass. 405.

(f) Any other provisions not inconsistent with law for the conduct and regulation of the business of the corporation, for its voluntary dissolution, or for limiting, defining

or regulating the powers of the corporation, or of its directors or stockholders, or any class of stockholders.

(g) The subscriber or subscribers by whom the first meeting of the incorporators shall be called.

(h) The names and residences of the incorporators and the amount of the stock subscribed for by each.

First meeting
of incorpora-
tors,—notice.
R. L. 109, §§ 13,
14.
R. L. 110, § 17.
Op. A. G.,
Vol. 2, p. 496.

SECTION 9. The first meeting of the incorporators of a corporation created by special law shall, unless such law otherwise provides, be called by a notice signed by a majority of the persons named in the act of incorporation; and the first meeting of the incorporators of a corporation organized under general laws shall be called by a notice signed either by such subscriber to the agreement of association as may be designated therein or by a majority of the subscribers to such agreement; and such notice shall state the time, place and purposes of the meeting. A copy of such notice shall, seven days at least before the day appointed for the meeting, be given to each incorporator or left at his residence or usual place of business, or deposited in the post office, postage prepaid, and addressed to him at his residence or usual place of business, and another copy thereof, and an affidavit of one of the signers that the notice has been duly served, shall be recorded with the records of the corporation. If all of the incorporators shall in writing, indorsed upon the agreement of association, or, in the case of a corporation created by a special law, upon the charter or a certified copy thereof, waive such notice and fix the time and place of the meeting, no notice shall be required.

Organization,
—election of
officers.
R. L. 110, § 19.

SECTION 10. At such first meeting, or at any adjournment thereof, the incorporators shall organize by the choice, by ballot, of a temporary clerk, who shall be sworn, by the adoption of by-laws and by the election in such manner as the by-laws may determine of directors, of a treasurer, of a clerk and of such other officers as the by-laws may prescribe. The temporary clerk shall make and attest a record of the proceedings until the clerk has

been chosen and sworn, including a record of such choice and qualification.

SECTION 11. A majority of the directors who are elected at such first meeting shall forthwith make, sign and make oath to articles setting forth :—

Completion of organization, — articles of organization. R. L. 110, §§ 20, 44.

(a) A true copy of the agreement of association and the names of the subscribers thereto, or of the act of incorporation, as the case may be.

(b) The date of the first meeting and of the successive adjournments thereof, if any.

(c) The amount of capital stock then to be issued ; the amount thereof to be paid for in full in cash ; the amount thereof to be paid for in cash by instalments and the instalment to be paid before the corporation commences business ; and the amount thereof to be paid for in property. If such property consists in any part of real estate, its location, area and the amount of stock to be issued therefor shall be stated ; if any part of such property is personal, it shall be described in such detail as the commissioner of corporations may require, and the amount of stock to be issued therefor stated. If any part of the capital stock is issued for services or expenses, the nature of such services or expenses and the amount of stock which is issued therefor shall be clearly stated.

(d) The name, residence and post office address of each of the officers of the corporation.

The directors who sign such articles shall be jointly and severally liable to any stockholder of the corporation for actual damages caused by any statement therein which is false and which they know to be false.

SECTION 12. The articles of organization and the record of the first meeting of the incorporators shall be submitted to the commissioner of corporations, who shall examine them and who may require such amendment thereof or such additional information as he may consider necessary. If he finds that the articles conform to the provisions of the preceding sections relative to the organi-

Certificate of incorporation. R. L. 110, § 20.

zation of the corporation, he shall so certify and indorse his approval thereon. Thereupon, the articles shall, upon payment of the fee hereinafter provided, be filed in the office of the secretary of the commonwealth, who shall cause them and the indorsement thereon to be recorded, and, except in the case of a corporation created by special law, shall thereupon issue a certificate of incorporation in the following form :—

COMMONWEALTH OF MASSACHUSETTS.

Be it known that whereas (the names of the subscribers to the agreement of association) have associated themselves with the intention of forming a corporation under the name of (the name of the corporation), for the purpose (the purpose declared in the agreement of association), with a capital stock of (the amount fixed in the agreement of association, with a statement of the several classes into which the stock is divided and their respective amounts, and of the method of paying for such stock, whether by cash in full, cash on instalments, property, or partly cash and partly property), and have complied with the provisions of the statutes of this commonwealth in such case made and provided, as appears from the articles of organization of said corporation, duly approved by the commissioner of corporations and recorded in this office: now, therefore, I (the name of the secretary), secretary of the commonwealth of Massachusetts, do hereby certify that said (the names of the subscribers to the agreement of association), their associates and successors, are legally organized and established as, and are hereby made, an existing corporation under the name of (name of the corporation), with the powers, rights and privileges, and subject to the limitations, duties and restrictions, which by law appertain thereto.

Witness my official signature hereunto subscribed, and the great seal of the commonwealth of Massachusetts hereunto affixed, this day of in the year (the date of filing of the articles of organization).

The secretary shall sign the certificate of incorporation and cause the great seal of the commonwealth to be

thereto affixed, and such certificate shall have the force and effect of a special charter. The existence of every corporation which is not created by special law shall begin upon the filing of the articles of organization in the office of the secretary of the commonwealth. The secretary of the commonwealth shall also cause a record of the certificate of incorporation to be made, and such certificate, or such record, or a certified copy thereof, shall be conclusive evidence of the existence of such corporation.

SECTION 13. Every corporation may determine by its by-laws the time and place of holding and the manner of conducting its meetings, and, in accordance with the provisions of section eighteen, of electing its officers, the powers, duties and tenure of its officers, the number of its directors, the number of stockholders and of directors necessary to constitute a quorum, the manner of calling regular and special meetings of the directors, the expediency of providing for an executive committee, the number of members thereof, and the duties which may be delegated to it, the method of making demand for payment of subscriptions to its capital stock, the conditions under which a new certificate of stock may be issued in place of a certificate which is alleged to have been lost or destroyed, the method in general of transacting its business and the manner by which the by-laws may be altered, amended or repealed.

By-laws.
R. L. 110, § 28.

SECTION 14. Capital stock may be issued for cash, property, tangible or intangible, services or expenses. Stock which is issued for cash may be paid for in full before it is issued or by instalments. If it is paid for by instalments, the stock certificate shall be legibly stamped with the words "—— per cent paid up, balance payable [stating manner and time of payment] —— and shares subject to forfeiture if unpaid", the proportion and terms of payment being stated to agree with the facts; and, as each instalment is demanded and paid, the certificate shall be stamped accordingly. Stock may be

Issue of stock.
1920, 556.
9 Mass. 423.
7 Met. 592.
142 Mass. 267.
185 Mass. 264.
224 Mass. 564.

issued subsequent to the issue of stock certified by the articles of organization if a certificate is prepared within thirty days after the date when the issue of such additional stock has been authorized, and is signed and sworn to by the president, treasurer and a majority of the directors setting forth:— (a) the total amount of capital stock authorized; (b) the amount of stock already issued for cash payable by instalments and the amount paid thereon; also the amount of full paid stock already issued for cash, property, services or expenses; (c) the amount of additional stock to be issued for cash, property, services or expenses respectively; (d) a description of said property, and a statement of the nature of said services or expenses, in the manner required by the provisions of section eleven. Such certificate shall be submitted to the commissioner of corporations, who shall examine it in the same manner as the original articles of organization. If he finds that it conforms to the requirements of law, he shall so certify and indorse his approval thereon, and it shall thereupon be filed in the office of the secretary of the commonwealth who, upon payment of the fee hereinafter provided, shall cause it and the indorsement thereon to be recorded. No issue of stock subsequent to the issue of stock certified by the articles of organization shall be lawful until said certificate shall have been filed in the office of the secretary of the commonwealth as aforesaid. No stock shall be at any time issued unless the cash, so far as due, or the property, services or expenses for which it was authorized to be issued has been actually received or incurred by, or conveyed or rendered to, the corporation, or is in its possession as surplus; nor shall any note or evidence of indebtedness, secured or unsecured, of any person to whom stock is issued, be deemed to be payment therefor; and the president, treasurer and directors shall be jointly and severally liable to any stockholder of the corporation for actual damages caused to him by such issue.

SECTION 15. If, by the provisions of the articles of organization, capital stock which is issued for cash is to be paid for in full before it is issued, the directors may require payment of the subscriptions therefor in such proportions and at such times and places as they deem proper by making demand therefor according to the by-laws, or, in default of such by-law, by a notice mailed to each subscriber at least seven days before such subscription is payable. If the subscriber refuses or neglects to pay the amount so demanded for thirty days after the time limited in such notice for payment, his rights of subscription may be sold by public auction by the treasurer of the corporation who, out of the proceeds of such sale, shall pay to the corporation the amount then due from such subscriber with interest and incidental charges, first giving notice by mail to such subscriber, not less than ten days prior to such sale, of the time and place appointed therefor and of the amount due and payable by him. Upon the sale of such rights as aforesaid, the directors shall give to the purchaser a certificate thereof. If the rights of such subscriber do not sell for an amount sufficient to pay the amount due from him with interest and charges of sale, he shall be liable to the corporation in an action at law for the deficiency; if they sell for more, he shall be entitled to the surplus. At the expiration of thirty days after the time limited for payment as aforesaid, the directors may waive their right to offer such rights for sale, and may elect to proceed by an action at law against such delinquent subscriber to recover all amounts due and payable by him with interest. If said rights are not sold at said auction, or if a judgment rendered in an action against a subscriber remains unsatisfied for thirty days, all amounts previously paid by him shall be forfeited to the corporation.

Payment of
subscriptions
to stock.
9 Cush. 423.
6 Gray, 586.
6 Pick. 23.
116 Mass. 471.
126 Mass. 157.
154 Mass. 82.
188 Mass. 587.

168 Mass. 345.

SECTION 16. If stock is issued payable by instalments, the directors may require the payment of subscriptions for stock in such proportions and at such times and

Payment of
stock by
instalments.

places as they deem proper, by making demand therefor according to the by-laws and by a notice mailed to each stockholder at least two weeks before any instalment is payable. If a stockholder neglects to pay an instalment for thirty days after the time limited in such notice for payment, the treasurer of the corporation may sell such stockholder's shares by public auction, and, out of the proceeds of such sale, shall pay to the corporation all instalments then due from such stockholder with interest and incidental charges. A notice stating the time and place of such sale and the amount of the instalment due and payable and also the number of the certificate and number of shares of stock thus offered for sale shall be sent by the treasurer by mail not less than ten days prior to such sale to such stockholder and also to the person who originally subscribed to the said delinquent stock.

Notice of sale. 1910, 171. Upon the sale of such stock as aforesaid, the directors shall transfer the shares so sold to the purchaser, who shall be entitled to a certificate therefor; and thereupon, the outstanding certificate shall be void. The balance of the proceeds of such sale shall be held by the corporation for such stockholder, his representatives or assigns, and be paid to him or them at any time upon surrender and delivery to the corporation of his certificate. If no person offers an amount sufficient to pay all instalments due upon such stock with interest and incidental charges, it shall not be sold, but the delinquent stockholder shall be liable to the corporation in an action at law for such instalments, interest and incidental charges, and if a judgment rendered in such action remains unsatisfied for thirty days, the original subscriber shall be so liable. Instead of offering such stock for sale, the directors, at the expiration of the time limited in the notice for payment of such instalments, may proceed by an action at law against the delinquent stockholder, and, if a judgment rendered against him in such action remains unsatisfied for thirty days, against the original subscriber, for

the recovery of such instalments, interest and incidental charges. The delinquent stockholder or the original subscriber, as the case may be, upon the payment of such instalments, interest and incidental charges, or of the judgment therefor, shall be entitled to a certificate of the stock, so stamped as to indicate the payments made, and, thereupon, the original certificate for such stock shall be void. If a judgment rendered in an action against the original subscriber remains unsatisfied for thirty days, said stock shall be forfeited to the corporation, an entry of transfer to it shall be made on its books, and, thereupon, the original certificate shall be void. While the stock remains the property of the corporation, no dividends shall be declared nor instalments paid upon it; but it shall remain subject to the control of the corporation according to its by-laws.

OFFICERS.

SECTION 17. The business of every corporation shall be managed and conducted by a president, a board of not less than three directors, a clerk, a treasurer and such other officers and such agents as the corporation by its by-laws shall authorize.

Officers.
R. L. 110, § 22.
13 Met. 497.
117 Mass. 226.

SECTION 18. The directors, the treasurer, the clerk, and such other officers as the by-laws may prescribe, shall be elected annually by ballot by the stockholders as may be prescribed by the articles of organization of the corporation or by an amendment to such articles adopted as hereinafter provided, and the president shall be elected annually by and from the board of directors. Every director, unless the by-laws otherwise provide, shall be a stockholder. The treasurer may be required to give a bond for the faithful performance of his duty in such sum and with such sureties as the by-laws may prescribe. The clerk, who shall be a resident of this commonwealth, shall be sworn and shall record all votes of the corporation in a book to be kept for that purpose. Every corporation

Election of
officers.
R. L. 110, §§ 22-
24.
1907, 283.
1908, 180.
1915, Gen. 15.
1919, Gen. 70.
Op. A. G.,
Vol. 2, p. 230.
1920, 237.

may, by its articles of organization or by an amendment to such articles adopted as hereinafter provided, divide its directors into classes and prescribe the tenure of office of the several classes and the class of stock by which each class of directors shall be elected; but no class shall be elected for a shorter period than one year or for a longer period than five years, and the term of office of at least one class shall expire in each year. Except as is otherwise provided herein, the officers of a corporation shall hold office for one year and until their successors are chosen and qualified. All other agents and officers shall be chosen or appointed, and all vacancies filled, in the manner prescribed by the by-laws, or, in default of such by-laws, by the board of directors.

Powers of
board of
directors, —
executive
committee.

SECTION 19. The board of directors may exercise all the powers of the corporation, except such as are conferred by law, or by the by-laws of the corporation, upon the stockholders. A corporation may, by its by-laws, provide for an executive committee to be elected from and by its board of directors. To such committee may be delegated the management of the current and ordinary business of the corporation, and such other duties as the by-laws may prescribe.

[The following act relates to the preceding sections : —

[ACTS OF 1907, CHAPTER 282, AMENDED BY ACTS OF 1908, CHAPTER 180 AND GENERAL ACTS OF 1915, CHAPTER 15.]

AN ACT RELATIVE TO CHANGES IN OFFICERS OF DOMESTIC CORPORATIONS.

SECTION 1. Whenever any change is made in the officers of a domestic corporation subject to the provisions of chapter four hundred and thirty-seven of the acts of the year nineteen hundred and three, the corporation shall forthwith file in the office of the commissioner of corporations a certificate of such change, signed and sworn to by the clerk.

SECTION 2. Any such corporation which omits to make and file a certificate as aforesaid within thirty days after such a change has been made, or which fails to keep a clerk of the corporation in this commonwealth, shall forfeit not more than five hundred dollars, to be recovered in the manner prescribed by section fifty of chapter four hundred and thirty-seven of the acts of the year nineteen hundred and three.

SECTION 3. Every officer of such a corporation who fails to perform any duty imposed upon him by this act shall be liable to a fine of not more than five hundred dollars.]

MEETINGS.

SECTION 20. There shall be an annual meeting of the stockholders and the time and place of holding it, and the manner of conducting it, shall be fixed by the by-laws; but it shall be held within ninety days after the end of the fiscal year of the corporation. All meetings of stockholders shall be held in the commonwealth. A written or printed notice, stating the place, day and hour thereof, shall be given by the clerk, at least seven days before such meeting, to each stockholder by leaving such notice with him or at his residence or usual place of business, or by mailing it, postage prepaid, and addressed to each stockholder at his address as it appears upon the books of the corporation. Unless the by-laws otherwise provide, a majority in interest of all stock issued and outstanding and entitled to vote shall constitute a quorum. Notices of all meetings of stockholders shall state the purposes for which the meetings are called. No notice of the time, place or purpose of any regular or special meeting of the stockholders shall be required if every stockholder, or his attorney thereunto authorized, by a writing which is filed with the records of the meeting, waives such notice.

Meetings of stockholders.
1904, 207.
1905, 222.

[This section has been affected by chapter 222 of the Acts of 1905, as follows:—

SECTION 1. Every foreign and domestic corporation subject to the provisions of chapter four hundred and thirty-seven of the acts of the year nineteen hundred and three shall, whenever any change is made altering the date fixed in the by-laws for the annual meeting of the corporation, file in the office of the commissioner of corporations a certificate of such change, signed and sworn to by the clerk of the corporation.

SECTION 2. This act shall take effect upon its passage. *Approved March 27, 1905.*]

Stockholders meeting called by justice of the peace.
R. L. 109, § 15.

SECTION 21. If, by reason of the death or absence of the officers of a corporation or other cause, there is no person duly authorized to call or preside at a legal meeting, or if the clerk or other officer refuses or neglects to call it, a justice of the peace may, upon written application of three or more of the stockholders, issue a warrant to any one of them, directing him to call a meeting by giving such notice as is required by law, and may, by the same warrant, direct him to preside at the meeting until a clerk is duly chosen and qualified, if no officer of the corporation is present who is legally authorized to preside.

Special meetings.

SECTION 22. Special meetings of the stockholders may be called by the president or by a majority of the directors, and shall be called by the clerk upon written application of three or more stockholders who are entitled to vote and who hold at least one-tenth part in interest of the capital stock, stating the time, place and purpose of the meeting.

Voting rights of corporations.
101 Mass. 398.
Voting powers of stockholders, — proxies.
R. L. 110, § 25.
1912, 175.
1920, 349, § 2.

SECTION 23. No corporation shall, directly or indirectly, vote upon any share of its own stock.

SECTION 24. Stockholders who are entitled to vote shall, except as provided in section ninety-three, have one vote for each share of stock owned by them: *provided*, that in corporations having two or more classes of stock the voting powers of the different classes may be fixed in accordance with the provisions of section twenty-seven. Capital stock shall not be voted upon if any in-

stalment of the subscription therefor which has been duly demanded under the provisions of section sixteen is overdue and unpaid. Stockholders may vote either in person or by proxy. No proxy which is dated more than six months before the meeting named therein shall be accepted, and no such proxy shall be valid after the final adjournment of such meeting.

SECTION 25. Meetings of the board of directors may be held within or without the commonwealth. Any meeting of the board of directors shall be a legal meeting without notice if each director, by a writing which is filed with the records of the meeting, waives such notice.

Directors' meetings.

STOCK.

SECTION 26. Each stockholder shall be entitled to a certificate, in form conformable to the provisions of section fourteen, which shall be signed by the president or a vice president and either the treasurer or an assistant treasurer of the corporation, shall be sealed with its seal and shall certify the number of shares owned by him in such corporation. Each certificate of stock which by the agreement of association or amended agreement of association or, in the case of a corporation created by special law, by its articles of organization is limited as to its voting rights, or which is preferred as to its dividend or as to its share of the principal upon dissolution, shall have a sufficient statement of such limitation or preference plainly written or stamped upon it, and each certificate subsequently issued of any class of stock in the corporation shall have printed or stamped thereon the clause of such agreement of association or amended agreement of association or articles of organization authorizing the issue of stock in any respect preferred or limited.

Stock certificates.
R. L. 110, § 27.
1916, Gen. 106.
211 Mass. 428.
215 Mass. 114.
219 Mass. 175.
222 Mass. 420.

SECTION 27. Every corporation in its agreement of association, or in the case of a corporation created by special law, in the articles of organization, or in an amendment to said agreement or articles which may be adopted

Classes of stock.
1902, 441.
1915, Gen. 299.
1920, 349, § 3.
222 Mass. 420.

as hereinafter provided, may create shares of stock with or without par value and may create two or more classes of stock with such preferences, voting powers, restrictions and qualifications thereof as shall be fixed in said agreement or articles or in such amendment. Subject to any provisions so fixed, every share without par value shall be equal to every other such share.

The provisions of law relating to the issue of shares of capital stock with par value shall apply to the issue of shares without par value, and a corporation may issue its authorized shares without par value for such cash, property, tangible or intangible, services or expenses as may be determined from time to time by the board of directors, subject to the provisions of the agreement of association, articles of organization or amendments thereof and, in the case of an increase of capital stock, subject to the vote of stockholders determining the terms and manner of the disposition of the increased stock pursuant to section forty; and when the cash or other consideration for which they are to be issued, as stated in the articles of organization, or certificate of issue, or articles of amendment, made pursuant to section eleven, or section fourteen, or section forty-two, has been received, said shares shall be fully paid stock and not liable to any further call or assessment thereon, nor shall the subscriber or holder be liable for any further payments, except as provided in section thirty-three.

In any case in which the law requires that the par value of the shares of stock of a corporation be stated, it shall be stated, in respect of shares without par value, that such shares are without par value; and wherever the amount of stock, authorized or issued, is required to be stated, if any shares without par value are authorized, the number of shares authorized or issued of the several classes shall be stated, and it shall also be stated whether such shares are with or without par value and what the par value is of such shares as have par value.

SECTION 28. The delivery of a certificate of stock by the person named as the stockholder in such certificate or by a person entrusted by him with its possession for any purpose to a bona fide purchaser or pledgee for value, with a written transfer thereof, or with a written power of attorney to sell, assign or transfer the same, signed by the person named as the stockholder in such certificate, shall be a sufficient delivery to transfer title as against all persons; but no such transfer shall affect the right of the corporation to pay any dividend due upon the stock, or to treat the holder of record as the holder in fact, until it has been recorded upon the books of the corporation, or until a new certificate has been issued to the person to whom it has been so transferred. Such purchaser, upon delivery of the former certificate to the treasurer of the corporation, shall be entitled to receive a new certificate. Stock shall not be transferred upon the books of the corporation, except as provided in section sixteen, if any instalments thereon remain overdue and unpaid. A pledgee of stock transferred as collateral security shall be entitled to a new certificate if the instrument of transfer substantially describes the debt or duty which is intended to be secured thereby. Such new certificate shall express on its face that it is held as collateral security, and the name of the pledgor shall be stated thereon, who alone shall be liable as a stockholder, and entitled to vote thereon.

Transfer of stock.
R. L. 109, §§ 87, 88, 1910, 171.
219 Mass. 405.

SECTION 29. Executors, administrators, guardians, trustees or persons in any other representative or fiduciary capacity may vote as stockholders upon stock held in such capacity.

Voting rights of fiduciary holders of stock.
101 Mass. 398.

SECTION 30. The agreement of association, an attested copy of the articles of organization or of articles in amendment of said agreement or of said articles and of the by-laws, with a reference on the margin of the copy of the by-laws to all amendments thereof, and a true record of all meetings of stockholders shall be kept by every cor-

Stock books; corporate records.
R. L. 109, §§ 82-85.
194 Mass. 239.
205 Mass. 121.
220 Mass. 224, 380.
221 Mass. 38.

poration at its principal office in this commonwealth for the inspection of its stockholders. The stock and transfer books of every corporation, which shall contain a complete list of all stockholders, their residences and the amount of stock held by each, shall be kept at an office of the corporation in this commonwealth for the inspection of its stockholders. Said stock and transfer books and said attested copies and records shall be competent evidence in any court of this commonwealth. If any officer or agent of a corporation having charge of such copies, books or records refuses or neglects to exhibit them or to submit them to examination as aforesaid, he or the corporation shall be liable to any stockholder for all actual damages sustained by reason of such refusal or neglect, and the supreme judicial court or the superior court shall have jurisdiction in equity, upon petition of a stockholder, to order any or all of said copies, books or records to be exhibited to him and to such other stockholders as may become parties to said petition, at such a place and time as may be designated in the order.

Lost certificates.
R. L. 110, § 28.
168 Mass. 339.
186 Mass. 314.

SECTION 31. The directors of a corporation may, unless otherwise provided by the by-laws, determine the conditions upon which a new certificate of stock may be issued in place of any certificate which is alleged to have been lost or destroyed. They may, in their discretion, require the owner of a lost or destroyed certificate, or his legal representative, to give a bond with sufficient surety to the corporation in a sum not exceeding double the market value of the stock to indemnify the corporation against any loss or claim which may arise by reason of the issue of a certificate in place of such lost or destroyed stock certificate.

Unclaimed dividends.
R. L. 109, § 40.

SECTION 32. Every corporation shall, once in every five years, publish three times successively in a newspaper in the city of Boston, and also in a newspaper in the county in which the principal office of the corporation

is located, a list of all dividends which have remained unclaimed for two years or more and the names of the persons to whose credit such dividends stand.

STOCKHOLDERS' AND DIRECTORS' LIABILITY.

SECTION 33. The stockholders of a corporation which reduces its capital stock contrary to the provisions of section forty-three shall be liable for the payment of the debts and contracts of the corporation existing at the time of such reduction to the extent of the amount withdrawn and paid to them respectively. The stockholders of a corporation shall also be liable for all money due to operatives for services rendered within six months before demand made upon the corporation and its neglect or refusal to make such payment. A stockholder who pays on a judgment or otherwise more than his proportion of any such debt shall have a claim for contribution against the other stockholders. Unless otherwise provided in the agreement of association, articles of organization or amendments thereof, such contribution, in the case of liability based on reduction of capital stock, shall be in proportion to the amounts so withdrawn and paid to them respectively, and in the case of any other liability under this section shall be in proportion to the amounts of stock held by them respectively at the time when their liability accrued, shares of stock with par value to be computed for this purpose at their par value as fixed at that time, and shares without par value to be computed at the value at the time of issue, of the cash, property, services or expenses for which they were issued, but not including paid-in surplus.

Liability of
stockholders.
R. L. 110, § 69.
1920, 349, § 4.
6 Met. 114.
13 Met. 539.
99 Mass. 68.

SECTION 34. The president, treasurer and directors of every corporation shall be jointly and severally liable for all the debts and contracts of the corporation contracted or entered into while they are officers thereof if any stock is issued in violation of the provisions of section fourteen, or if any statement or report which is required by the

Liability of
president,
treasurer and
directors.
R. L. 110, § 58.
1911, 438, § 1.
148 Mass. 226.
160 Mass. 200.

provisions of this act is made by them which is false in any material representation and which they know, or on reasonable examination could have known, to be false; but only the officers who sign such statement or report shall be so liable.

Liability of
directors.
R. L. 110, § 58.

SECTION 35. The directors of every corporation shall be jointly and severally liable for the debts and contracts of the corporation in the following cases:—

First. For declaring or assenting to a dividend if the corporation is, or thereby is rendered, bankrupt or insolvent, to the extent of such dividend.

Second. For debts contracted between the time of making or assenting to a loan to a stockholder or director and the time of its repayment, to the extent of such loan.

Directors who vote against declaring said dividend or who vote against making said loan shall not be liable as aforesaid.

Enforcement
of liability.
R. L. 110, §§ 60,
63.
1911, 488, § 2.
4 Gray, 75.
127 Mass. 592.
134 Mass. 590.
156 Mass. 490.

SECTION 36. A stockholder or officer in a corporation shall not be held liable for its debts or contracts unless it has been duly adjudicated bankrupt, or unless before a suit to enforce the liability described in sections thirty-four and thirty-five against the president, treasurer or directors of such corporation, is brought by a creditor of said corporation, a demand in writing by or on behalf of the creditor upon such corporation for the payment of his claim has been made, and said corporation has for ten days thereafter neglected to pay it, or to exhibit to the officer real or personal property belonging to it and subject to be taken on execution, sufficient to satisfy the same.

101 Mass. 385.
108 Mass. 404.
115 Mass. 290.
118 Mass. 209.
127 Mass. 500.
156 Mass. 490.
166 Mass. 97.

After such adjudication of bankruptcy or after the said demand and neglect to pay the claim or to exhibit property which may be taken on execution sufficient to satisfy the same, the clerk, or other officer who has charge of the records of such corporation, upon request of a creditor of the corporation or of his attorney, shall furnish to him a certified list of the names of all persons who were

officers and stockholders in such corporation at the time when the liability to be enforced against them personally accrued. The supreme judicial court or the superior court shall have jurisdiction in equity to compel such list to be furnished. After an adjudication of bankruptcy or after the said demand and neglect to pay the claim or to exhibit property which may be taken on execution sufficient to satisfy the same, any creditor may file a bill in equity in the supreme judicial court or the superior court in behalf of himself and of all other creditors of the corporation, against it and all persons who are liable to the plaintiff as stockholders or officers for the recovery of the money due from the corporation to himself and to the other creditors for which the stockholders or officers may be personally liable by reason of any act or omission on the part of the corporation or any of the other defendants, setting forth the bankruptcy of the corporation, and the grounds upon which it is expected to charge the stockholders or officers personally.

SECTION 37. Such suit shall not be discontinued by the plaintiff except by order of the court after notice to other creditors. It shall not abate by reason of the non-joinder of persons liable as defendants, unless the plaintiff, after notice by plea or answer of their existence, unreasonably neglects to make them parties; nor shall it abate by reason of the death of a defendant, but his estate shall be liable in the hands of his executor or administrator, who may voluntarily appear, or who may be summoned by the plaintiff, to defend the suit.

Procedure.
R. L. 110, §§ 65-67.
178 Mass. 427.

SECTION 38. Such sums as may be decreed to be paid by the stockholders in such suit shall be assessed upon them in the proportions fixed in section thirty-three with respect to claims for contribution; but a stockholder shall not be liable to pay a larger amount than the amount of stock held by him at the time when his liability accrued, shares of stock with par value to be computed for this purpose at their par value as fixed at that time and shares

Apportionment of assessment.
R. L. 110, § 68.
1920, 349, § 5.
16 Gray, 127.
127 Mass. 567.

without par value to be computed at the value at the time of issue, of the cash, property, services or expenses for which they were issued, but not including paid-in surplus.

SECTION 39. [This section has been repealed by Acts of 1911, chapter 488.]

AMENDMENTS AFTER ORGANIZATION.

Changes in agreement of association and articles of organization; sale of assets.
R. L. 109, §§ 7, 29, 52.
R. L. 110, §§ 31, 34, 47.
1902, 441.
1905, 189.
1908, 163.
1912, 586.
1920, 349, § 6.
211 Mass. 428.

SECTION 40. Every corporation may, at a meeting duly called for the purpose, by the vote of a majority of all its stock, or, if two or more classes of stock have been issued, of a majority of each class outstanding and entitled to vote, authorize an increase or a reduction of its capital stock and determine the terms and manner of the disposition of such increased stock, or authorize such terms and manner of disposition to be determined in whole or in part by the board of directors or officers of the corporation, may authorize a change of the location of its principal office or place of business in this commonwealth or a change of the par value of the shares of its capital stock, or may authorize proceedings for its dissolution under the provisions of section fifty-one. Such increased stock may in whole or in part be disposed of without being offered to the stockholders. It may, at a meeting duly called for the purpose, by the vote of two thirds of all its stock, or, if two or more classes of stock have been issued, of two thirds of each class of stock outstanding and entitled to vote, or by a larger vote if the agreement of association so requires, change its corporate name, the nature of its business, the classes of its capital stock subsequently to be issued and their voting power, or make any other lawful amendment or alteration in its agreement of association or articles of organization, or sell, lease or exchange all its property and assets, including its good will and its corporate franchise, upon such terms and conditions as it deems expedient. Any corporation having authorized shares with par value may, at a meeting duly

called for the purpose, by the vote of a majority of all its stock, or, if two or more classes of stock have been issued, of a majority of each class outstanding and entitled to vote, including in any event a majority of the outstanding stock of each class affected, change such shares or any class thereof into an equal or greater number of shares without par value, or provide for the exchange thereof pro rata for an equal or greater number of shares without par value: *provided* that the preferences, voting powers, restrictions and qualifications of the outstanding shares so changed or exchanged shall not be otherwise impaired or diminished without the consent of the holders thereof.

SECTION 41. Articles of amendment signed and sworn to by the president, treasurer and a majority of the directors shall, within thirty days after said meeting, be prepared, setting forth such amendment or alteration, and stating that it has been duly adopted by the stockholders. Such articles shall be submitted to the commissioner of corporations, who shall examine them in the same manner as the original articles of organization. If he finds that they conform to the requirements of law, he shall so certify and indorse his approval thereon, and they shall thereupon be filed in the office of the secretary of the commonwealth, who, upon payment of the fee hereinafter provided, shall cause them, and the indorsement thereon, to be recorded. No amendment or alteration of the agreement of association or articles of organization shall take effect until said articles of amendment shall have been filed in the office of the secretary of the commonwealth as aforesaid.

SECTION 42. If an increase in the total amount of the capital stock of any corporation shall have been authorized by vote of its stockholders in accordance with the provisions of section forty, the articles of amendment shall also set forth: (a) the total amount of capital stock already authorized; (b) the amount of stock already

Articles of
amendment.
220 Mass. 188.

Increase of
capital stock.
1912, 586.
192 Mass. 190.
211 Mass. 428.

issued for cash payable by instalments and the amount paid thereon ; and the amount of full paid stock already issued for cash, property, services or expenses ; (c) the amount of additional stock authorized ; (d) the amount of such stock to be issued for cash, property, services or expenses, respectively ; (e) a description of said property and a statement of the nature of said services or expenses, in the manner required by the provisions of section eleven.

Reduction of
capital stock.
1912, 586.
211 Mass. 428.

SECTION 43. If a reduction of the capital stock of any corporation shall have been authorized by its stockholders in accordance with the provisions of section forty, the articles of amendment shall also set forth (a) the total amount of capital stock already authorized and issued ; (b) the amount of the reduction and the manner in which it shall be effected ; (c) a copy of the vote authorizing the reduction. No reduction of capital stock shall be lawful which renders the corporation bankrupt or insolvent, but the capital stock may be reduced by the surrender by every stockholder of his shares and the issue to him in lieu thereof of a proportional decreased number of shares, if the assets of such corporation are not reduced thereby, without creating any liability of the stockholders of such corporation in case of the subsequent bankruptcy of such corporation.

Remedy of
minority stock-
holder.
224 Mass. 20,
504.

SECTION 44. A stockholder in any corporation which shall have duly voted to sell, lease or exchange all its property and assets or to change the nature of its business in accordance with the provisions of section forty, who, at the meeting of stockholders, has voted against such action may, within thirty days after the date of said meeting, make a demand in writing upon the corporation for payment for his stock. If the corporation and the stockholder cannot agree upon the value of the stock at the date of such sale, lease, exchange or change, such value shall be ascertained by three disinterested persons, one of whom shall be named by the stockholder, another

by the corporation and the third by the two thus chosen. The finding of the appraisers shall be final, and if their award is not paid by the corporation within thirty days after it is made, it may be recovered by the stockholder from the corporation in an action of contract. Upon payment by the corporation to the stockholder of the agreed or awarded price of his stock, the stockholder shall forthwith transfer and assign the stock certificates held by him at, and in accordance with, the request of the corporation.

ANNUAL REPORTS.

SECTION 45. Every corporation shall annually, within thirty days after the date fixed in its by-laws for its annual meeting last preceding the date of such report, or within thirty days after the final adjournment of said meeting, but not more than three months after the date so fixed for said meeting, prepare a report of condition which shall be signed and sworn to by its president, treasurer and at least a majority of its directors stating:—

Form of annual report of condition.
R. L. 110, § 51.
1907, 282, 395, 586.
188 Mass. 478.
223 Mass. 127.

1. The name of the corporation.
2. The location (with street address) of its principal office in this commonwealth, and elsewhere in the case of a corporation organized to do business wholly outside the commonwealth.
3. The date of its last preceding annual meeting.
4. The total amount of its authorized capital stock; the amount issued and outstanding and the amount then paid thereon; the class or classes, if any, into which it is divided; the par value and number of its shares.
5. The names and addresses of all the directors and officers of the corporation, and the date at which the term of office of each expires.
6. A statement of the assets and liabilities of the corporation as of the date of the end of its last fiscal year, to be made substantially in the following form:—

ASSETS.

Real estate, ...	.	.	.	.	.	.	.	.	.
Machinery, ...	.	.	.	.	.	.	.	.	.
Merchandise :									
<i>Manufactures, merchandise, material and stock in process</i>									
Cash and debts receivable, ...	.	.	.	.	.	.	.	.	.
Patent rights, ...	.	.	.	.	.	.	.	.	.
Trade marks, ...	.	.	.	.	.	.	.	.	.
Good will, ...	.	.	.	.	.	.	.	.	.
Profit and loss, ...	.	.	.	.	.	.	.	.	.
Total, ...	.	.	.	.	.	.	.	.	.

LIABILITIES.

Capital stock, ...	.	.	.	.	.	.	.	.	.
Accounts payable, ...	.	.	.	.	.	.	.	.	.
Funded indebtedness, ...	.	.	.	.	.	.	.	.	.
Floating indebtedness, ...	.	.	.	.	.	.	.	.	.
Surplus, ...	.	.	.	.	.	.	.	.	.
Profit and loss, ...	.	.	.	.	.	.	.	.	.
Total, ...	.	.	.	.	.	.	.	.	.

Filing of annual report.
R. L. 110, § 57.

SECTION 46. Such report shall be submitted to the commissioner of corporations, who shall examine it and if he finds that it conforms to the requirements of this act, he shall indorse his approval thereon; and upon the payment of the fee hereinafter provided, it may be filed in the office of the secretary of the commonwealth, who shall receive and preserve it in book form convenient for reference and open to public inspection.

Verification by auditor.
R. L. 110, § 52.
1908, 300.
1909, 326.
1920, 349, § 7.

SECTION 47. Such report of a corporation which has a capital stock of one hundred thousand dollars or more, for this purpose counting shares without par value as though of a par value of one hundred dollars each, shall be accompanied by a written statement under oath by an auditor to be employed for each ensuing fiscal year by a committee of three stockholders who are not directors which shall be selected at each annual meeting of the stockholders, or, if there are not three stockholders other than directors able and willing to serve on such committee,

then to be employed by the directors, stating that such report represents the true condition of the affairs of said corporation as disclosed by its books at the time of making such audit; but no bookkeeper, treasurer or other officer of the corporation who shall sign and execute the statement shall be appointed as auditor within the meaning of this act. The statement of the auditor shall be filed by him with said report in the office of the secretary of the commonwealth and shall be attached to and form part of it. The auditor shall be sworn to the faithful performance of his duties by a justice of the peace or some other magistrate authorized to administer oaths or affirmations; and the officers of the corporation who sign the said report of condition shall certify thereon that the auditor was duly elected and qualified, as herein provided.

SECTION 48. [This section has been superseded by section 40 of Part III. of chapter 490 of the Acts of 1909, as amended. This in turn has been superseded by section 4 of Part I. of chapter 355 of the General Acts of 1919. Such parts of said section as apply to domestic business corporations are herein inserted.]

SECTION 4. Every such corporation shall, within the first ten days of April, make a return as of April first, sworn to by the treasurer or assistant treasurer, or in their absence or incapacity by any other principal officer, in such form as the tax commissioner may prescribe, giving (a) a copy of such parts of its last federal return due prior thereto, as he may designate; (b) such data as he may require to determine the proportion of net income derived from business carried on within this commonwealth; (c) such information as he may require for the determination of the corporate excess. Whenever the time for filing its federal return has been extended, the tax commissioner may extend the time for filing such return.

SECTION 49. If a corporation fails to file its report of condition within thirty days after the date of its annual meeting or of a final adjournment thereof, the commissioner of corporations shall give notice by mail, postage prepaid, to such corporation of its default. If it omits to file such report within thirty days after such

Penalty for failure to file report of condition.
R. L. 14, § 58.
R. L. 110, §§ 53, 54.
1906, 346, § 1.
1914, 198, § 7.
183 Mass. 479.
125 U. S. 530.

notice of default has been given, it shall forfeit to the commonwealth not less than five nor more than ten dollars for each day for fifteen days after the expiration of the said thirty days, and not less than ten nor more than two hundred dollars for each day thereafter during which such default continues, or any other sum, not greater than the maximum penalty or forfeiture, which the court may deem just and equitable. If a corporation fails for two successive years to file its annual report of condition, the supreme judicial court, upon application by the commissioner of corporations, after notice and hearing, may decree a dissolution of the corporation.

Enforcement
of penalties.
R. L. 14, §§ 56,
58, 59.
R. L. 110, § 84.
123 Mass. 493.
188 Mass. 239.

SECTION 50. Penalties or forfeitures incurred by any corporation which, being subject to the provisions of this act, omits to cause any certificate or return which may be required by the provisions of sections forty-five, forty-eight, sixty and sixty-six, to be duly filed may be recovered in an action brought in the county of Suffolk in the name of the commonwealth, or they may be recovered by an information in equity in the name of the attorney-general at the relation of the tax commissioner or commissioner of corporations, as the case may be, brought in the supreme judicial court in the county of Suffolk. Upon such information, the court may issue an injunction restraining the further prosecution of the business of the corporation named therein until such penalties or forfeitures, with interest and costs, have been paid and until the returns and certificates required by this act have been filed.

DISSOLUTION OF CORPORATIONS.

Dissolution of
corporations.
R. L. 109, § 52.
217 Mass. 335.
228 Mass. 484.

SECTION 51. A corporation which desires to close its affairs may, unless otherwise provided in the agreement of association, by the vote of a majority of all its stock, or, if two or more classes of stock have been issued, of a majority of each class outstanding and entitled to vote, authorize a petition for its dissolution to be filed in the

supreme judicial court or in the superior court setting forth in substance the grounds of the application; and the court, after notice to parties interested and a hearing, may decree a dissolution of the corporation. A corporation so dissolved shall be held to be extinct in all respects as if its corporate existence had expired by the limitation of its charter.

SECTION 52. Every corporation whose charter expires by its own limitation or is annulled by forfeiture or otherwise, or whose corporate existence for other purposes is terminated in any other manner, shall nevertheless be continued as a body corporate for three years after the time when it would have been so dissolved, for the purpose of prosecuting and defending suits by or against it and of enabling it gradually to settle and close its affairs, to dispose of and convey its property and to divide its capital stock, but not for the purpose of continuing the business for which it was established: *provided*, that the corporate existence of such a corporation, for the purposes of any suit brought by or against it within said period of three years, shall continue beyond said period for a further period of sixty days after final judgment in the suit.

Continuation
for three years
to close affairs.
R. L. 109, § 53.
1910, 187.
1920, 165.
16 Mass. 245.

SECTION 53. If the charter of a corporation expires or is annulled, or if the corporation is dissolved, or if a judgment has been recovered against it, and it has neglected, for thirty days after demand made on execution, to pay the amount due, with the officer's fees, or to exhibit to the officer real or personal property belonging to it and subject to be taken on execution, sufficient to satisfy the same, and the execution has been returned unsatisfied, the supreme judicial court or the superior court shall have jurisdiction in equity upon application of a creditor or stockholder to appoint one or more receivers to take charge of its estate and effects and to collect the debts and property due and belonging to it; with power to prosecute and defend suits in its name or otherwise, to appoint agents under them and to

Receivers.
R. L. 109, § 54.
1905, 156.

do all other acts which might be done by such corporation, if in being, which may be necessary for the final settlement of its unfinished business. The powers of such receivers and the existence of the corporation may be continued as long as the court finds necessary for said purposes.

Payment of
debts and dis-
tribution of
surplus.
R. L. 109, § 55.
1 Gray, 282.
27 Pick. 480.
116 Mass. 478.
184 Mass. 279.

SECTION 54. The receivers shall pay all debts due from the corporation if the funds in their hands are sufficient therefor; and if they are not, they shall distribute them ratably among the creditors who prove their debts in the manner directed by any decree of the court for that purpose. If there is a balance remaining after the payment of the debts, the receivers shall distribute and pay it to those who are justly entitled thereto as having been stockholders of the corporation, or their legal representatives.

Returns to
secretary of
dissolution.
R. L. 109, § 57.

SECTION 55. If a corporation is dissolved or annulled the clerk of the court in which the decree therefor has been entered shall forthwith make return thereof to the secretary of the commonwealth, giving the name of the corporation dissolved or annulled and the date upon which such decree was entered.

FOREIGN CORPORATIONS.

Foreign cor-
porations
defined.
R. L. 126, § 1.
1906, 347, 372.
1917, 305.
218 Mass. 558.

SECTION 56. The term "foreign corporation" as used in this act shall mean every corporation, association or organization which has been established, organized or chartered under laws other than those of the commonwealth for purposes for which domestic corporations may be organized under the provisions of section seven.

Limitation of
business.
R. L. 126, § 2.

SECTION 57. No such foreign corporation shall engage or continue in any kind of business in this commonwealth the transaction of which by domestic corporations is not permitted by the laws of this commonwealth.

Appointment
of attorney.
R. L. 126, § 4.
1905, 242.

SECTION 58. Every such foreign corporation which has a usual place of business in this commonwealth, or

which is engaged in this commonwealth, permanently or temporarily, and with or without a usual place of business therein, in the construction, erection, alteration or repair of a building, bridge, railroad, railway or structure of any kind, shall, before doing business in this commonwealth, in writing appoint the commissioner of corporations and his successor in office to be its true and lawful attorney upon whom all lawful processes in any action or proceeding against it may be served, and in such writing shall agree that any lawful process against it which is served on said attorney shall be of the same legal force and validity as if served on it, and that the authority shall continue in force so long as any liability remains outstanding against it in this commonwealth. The power of attorney and a copy of the vote authorizing its execution, duly certified and authenticated, shall be filed in the office of the commissioner, and copies certified by him shall be sufficient evidence thereof. Service of such process shall be made by leaving a copy of the process and a fee of two dollars in the hands or in the office of the commissioner, and such service shall be sufficient service upon the corporation.

1906, 269.
1911, 70.
1913, 257.
127 Mass. 567.
129 Mass. 444.
188 Mass. 239.
192 Mass. 423.

SECTION 59. When legal process against any such corporation has been served upon the commissioner, he shall immediately give notice to the corporation of such service by mail, postage prepaid, directed, in the case of a corporation established in a foreign country, to the resident manager, if any, in the United States; and shall, within two days after such service, in the same manner forward a copy of the process served upon him to such corporation or manager, or to any other person designated by the corporation by written notice filed in the office of the commissioner. The fee of two dollars paid by the plaintiff to the commissioner at the time of the service shall be taxed in his costs, if he prevails in the suit. The commissioner shall keep a record of the day and hour of the service of all such processes.

Notice of
process.
R. L. 126, § 5.
1906, 269.
1907, 332.
1913, 257.
180 Mass. 270.
201 Mass. 567,
564.
224 Mass. 379.

Copy of
charter, by-
laws and cer-
tificate to be
filed.
R. L. 126, § 6.
1915, Gen. 171.

SECTION 60. Every foreign corporation, of the classes described in section fifty-eight, before transacting business in this commonwealth, shall, upon payment of the fee hereinafter provided, file with the commissioner of corporations a copy of its charter, articles or certificate of incorporation, certified under the seal of the state or country in which such corporation is incorporated by the secretary of state thereof or by the officer having charge of the original record therein, a true copy of its by-laws, and a certificate in such form as the commissioner of corporations may require, setting forth (a) the name of the corporation; (b) the location of its principal office; (c) the names and the addresses of its president, treasurer, clerk or secretary and of the members of its board of directors; (d) the date of its annual meeting for the election of officers; (e) the amount of its capital stock, authorized and issued, the number and par value of its shares, the amount paid in thereon to its treasurer, and, if any part of such payment has been made otherwise than in money, of the details of such payment, so far as practicable, in accordance with the provisions of section eleven. Said certificate shall be subscribed and sworn to by its president, treasurer and by a majority of its directors or officers having the powers usually exercised by directors. The officers and directors of such corporation shall be subject to the same penalties and liabilities for false and fraudulent statements and returns as officers and directors of a domestic corporation subject to this act. Every officer of such a corporation which fails to comply with the requirements of this section and of sections fifty-eight and sixty-six, who authorizes or transacts, and every agent thereof who transacts business in behalf of such corporation in this commonwealth, shall, for such failure, be liable to a fine of not more than five hundred dollars, and shall also be liable, jointly and severally, in an action of contract, without prior proceedings against the corporation, for all debts and contracts of the corporation, except

1906, 372.
195 Mass. 432.
196 Mass. 453.

such as relate to interstate commerce, contracted or entered into within the commonwealth or for the purpose of being performed therein, so long as such failure continues. Such failure shall not affect the validity of any contract with such corporation, but no action shall be maintained or recovery had in any of the courts of this commonwealth by any such foreign corporation so long as it fails to comply with the requirements of said sections.

SECTION 61. The commissioner of corporations shall refuse to accept or file the charter, certificate or other papers of, or accept appointment as attorney for service for, any such corporation which does a business in this commonwealth the transaction of which by domestic corporations is not then permitted by the laws of this commonwealth.

Investigation as to kind of business to be done.
R. L. 126, § 7.
1906, 372.

SECTION 62. Foreign corporations which have property in this commonwealth shall be liable to be sued and to have their property attached in the same manner and to the same extent as natural persons who are residents of other states and who have property in this commonwealth. The service of the writ shall be made in the manner provided in chapters one hundred and sixty-seven and one hundred and seventy of the Revised Laws, with such further service as the court to which the writ is returnable may order.

Foreign corporations may be sued and their property attached.
R. L. 126, § 9.

SECTION 63. Foreign corporations organized for any purpose for which domestic corporations may be organized under the provisions of section seven, which have complied with the provisions of sections fifty-eight and sixty, may purchase and hold such real estate in this commonwealth as may be necessary for conducting their business.

Foreign corporations may hold real estate.
R. L. 126, § 10.

SECTION 64. If a foreign corporation which owns or controls a majority of the capital stock of a domestic street railway, gas light or electric light corporation issues stock, bonds or other evidences of indebtedness based upon or secured by the property, franchise or stock of such domestic corporation, unless such issue is authorized

Issue of stock on domestic franchises regulated.
R. L. 126, § 11.

by the laws of this commonwealth, the supreme judicial court shall have jurisdiction in equity in its discretion to dissolve such domestic corporation. If it appears to the attorney-general that such issue has been made, he shall institute proceedings for the dissolution of such corporation and for the proper disposition of its assets. The provisions of this section shall not affect the right of foreign corporations, their officers or agents to issue stock and bonds in fulfilment of contracts existing on the fourteenth day of July in the year eighteen hundred and ninety-four.

Certificate of
increase or
decrease of
capital.
R. L. 126, § 12.

SECTION 65. All foreign corporations of the classes described in section fifty-eight, and such foreign corporations as are engaged in the business of selling or negotiating bonds, mortgages, notes or other choses in action, shall, within thirty days after the payment in of an increase of capital stock, upon payment of the fee herein-after provided, file in the office of the secretary of the commonwealth a certificate of the amount of such increase and the fact of such payment, signed and sworn to by its president, treasurer and a majority of its directors or officers having the powers usually exercised by directors. Within thirty days after the vote of such corporation authorizing a reduction of its capital stock, a copy of such vote, signed and sworn to by the clerk of the corporation, shall, upon payment of the fee hereinafter provided, be filed in the office of the secretary of the commonwealth.

Annual certifi-
cate of con-
dition.
R. L. 126, § 13.
1906, 222, 233.
1909, 490, Part
III., §§ 54, 58.
1914, 661.
188 Mass. 239.

SECTION 66. Every foreign corporation of the classes described in section fifty-eight shall annually, within thirty days after the date fixed for its annual meeting last preceding the date of such certificate, or within thirty days after the final adjournment of said meeting, but not more than three months after the date so fixed for said meeting, prepare and file in the office of the secretary of the commonwealth, upon payment of the fee hereinafter provided, a certificate signed and sworn to by its president, treasurer and by a majority of its board of directors

showing the amount of its authorized capital stock, and its assets and liabilities as of a date not more than ninety days prior to said annual meeting, in such form as is required of domestic corporations under the provisions of section forty-five, and the change or changes, if any, in the other particulars included in the certificate required by section sixty made since the filing of said certificate or of the last annual report.

SECTION 67. A certificate which is required to be filed by the preceding section shall be accompanied by a written statement under oath by an auditor, as provided in section forty-seven, except that such auditor shall in all cases be chosen by the board of directors. Before it is filed, it shall be submitted to the commissioner of corporations who shall examine said certificate and shall, as tax commissioner, assess upon the corporation an excise tax, in accordance with the provisions of section seventy-five. If he finds that the certificate is in compliance with the requirements of this act he shall endorse his approval thereon; but no certificate shall be filed until he has endorsed his approval thereon and until the excise tax required by section seventy-five has been paid to the treasurer and receiver general.

Approval of
certificate.
1908, 300, § 2.
R. L. 126, § 14.
1919, Gen.
355, Part II.,
§ 30.
188 Mass. 239.

[Such parts of section 67 as refer to an excise tax are superseded by chapter 355 of the General Acts of 1919, Part II., wherein a new method of taxing the franchise of a foreign corporation is provided, section 30 of which is as follows: —

SECTION 30. Those parts of the said chapter four hundred and ninety, as amended or supplemented, which relate to the taxation of the capital stock of such foreign corporations as are subject to the provisions of this act, shall not apply to the said corporations.]

SECTION 68. If a foreign corporation of the classes described in section fifty-eight, omits to file the certificate required by section sixty-six, the commissioner of corporations shall give notice to the corporation of its default, by mail, postage prepaid, directed to the resident manager,

Penalty for
not filing cer-
tificate.
R. L. 126, § 15.
1906, 346, § 2.
1909, 490,
Part III., § 68.

if any, in the United States, or to any other person designated by the corporation, by written notice filed in the office of the commissioner, as provided in section fifty-nine for notice of the service of legal process. If it fails to file such certificate within thirty days after such notice of default has been mailed, it shall forfeit to the commonwealth not less than five nor more than ten dollars for each day for fifteen days after the expiration of the said thirty days, and not less than ten nor more than two hundred dollars for each day thereafter during which such omission continues, or any other sum, not greater than the maximum penalty or forfeiture, which the court may deem just and equitable, which shall be recovered as provided in section fifty.

Notice to
delinquent
corporation.
R. L. 126, § 16.

SECTION 69. The commissioner of corporations, upon the failure of any such corporation to file the certificate required by section sixty-six, shall forthwith notify such corporation, and the notice shall contain a copy of this and the four preceding sections and of section fifty.

Liability of
officers and its
enforcement.
R. L. 126, §§ 17,
19.

SECTION 70. The officers of foreign corporations of the classes described in section fifty-eight shall be jointly and severally liable for all the debts and contracts of the corporation contracted or entered into while they are officers thereof, if any statement or report which is required by the provisions of this act is made by them which is false in any material representation and which they know to be false; but only the officers who sign such statement or report shall be so liable. Such liability shall be enforced upon the conditions and in the manner prescribed by sections thirty-six, thirty-seven and thirty-nine.

TAXATION.

Local taxation.
1904, 442.
1907, 586.
1919, Gen. 355,
Part II.

SECTION 71. Every corporation which is organized or created under the laws of this commonwealth and which is subject to the provisions of this act shall be subject to taxation upon all real estate and machinery owned by it and situated in this commonwealth by the city or town in

which said real estate or machinery is situated, and every foreign corporation which is subject to the provisions of this act shall be subject to taxation upon all real estate, machinery and merchandise owned by it and situated in this commonwealth by the city or town in which such property is situated. The taxes authorized by the provisions of this section shall be assessed, collected and paid in accordance with the provisions of chapters twelve and thirteen of the Revised Laws.

[Such parts of section 71 as relate to the taxation of the merchandise owned by foreign corporations have been repealed by section 27 of Part II. of chapter 355 of the General Acts of 1919, which is as follows:—

SECTION 27. The tangible personal property, other than machinery used in manufacture, of foreign corporations subject to this act shall be exempt from taxation under the provisions of Part I. of said chapter four hundred and ninety, as amended or supplemented. So much of chapter five hundred and sixteen of the acts of nineteen hundred and nine, and section seventy-one of chapter four hundred and thirty-seven of the acts of nineteen hundred and three, and acts in amendment thereof and in addition thereto, as relates to the taxation of merchandise owned by foreign corporations and situated in this commonwealth shall not apply to corporations taxable under this act. So much of section twenty-three of Part I. of said chapter four hundred and ninety, as amended or added to, as relates to the taxation of the merchandise of foreign corporations shall not apply to corporations taxable under this act.]

[Sections 72 to 87, inclusive, relating to the taxation of corporations subject to this act, were superseded by certain sections of Part III. of chapter 490 of the Acts of 1909 as amended, and these are now superseded by chapter 355 of the General Acts of 1919, Part I., dealing with the taxation of domestic, and Part II. with foreign corporations, said provisions being here inserted.]

PART I. DOMESTIC CORPORATION TAX.

SECTION 1. When used in Part I of this act:—

(1) The term "domestic business corporation" shall mean every corporation organized under or subject to the provisions of chapter four hundred and thirty-seven of the acts of nineteen hundred and three and acts in amendment thereof and in addition thereto.

(2) The term "taxable year" shall mean the fiscal year of the corporation.

(3) The term "corporate excess" shall mean the fair cash value of all the shares constituting the capital stock of a corporation on the first day of April when the return called for by section four of this act is due, less the value of (a) the works, structures, real estate, machinery, poles, underground conduits, wires and pipes owned by it within the commonwealth subject to local taxation, excepting such part of such real estate as represents the interest of a mortgagee; (b) securities, other than shares in national banks and voluntary associations, trusts and partnerships, the income of which, if any, if received by a natural person resident in this commonwealth would not be liable to taxation; (c) its real estate, machinery, merchandise and other tangible property situated in another state or country, except such part thereof as represents the interest of a mortgagee; and (d) if any portion of its cash accounts and bills receivable, excluding notes, is attributable to an office outside the commonwealth, the same proportion of its cash and accounts and bills receivable, excluding notes, which its real estate, machinery and merchandise situated in another state or country bear to its total real estate, machinery and merchandise, to the extent that such proportion fairly represents, in the judgment of the tax commissioner, the amount which is properly allocable to such other state or country.

In determining the corporate excess there shall not be deducted the value of shares in national banks and in voluntary associations, trusts and partnerships, nor of other securities the income of which, if owned by a natural person resident in this commonwealth, would be liable to taxation, nor shall there be deducted the value of any shares of stock of the corporation itself owned directly or indirectly by it or for its benefit; and the tax commissioner in determining for the purposes of taxation the value of the corporate franchise of any such corporation shall not take into consideration any debts of the corporation unless he is satisfied that no part of such debts was incurred for the purpose of reducing the amount of taxes to be paid by it, and, in the case of a corporation which is a subsidiary

of a foreign corporation or closely affiliated therewith by stock ownership, that such debts represent only the fair value of the property given therefor.

SECTION 2. Except as is otherwise provided in this section, every 1920, 549, § 1.
domestic business corporation shall be subject to pay annually, with respect to the carrying on or doing of business by it, an excise tax equal to the sum of the following, provided that every such corporation shall pay annually a total excise tax not less than an amount equal to one twentieth of one per cent of the fair cash value of all the shares constituting the capital stock of the corporation on the first day of April, when the return called for by section four of this act is due: —

(1) An amount equal to five dollars per thousand upon the value of its corporate excess.

(2) An amount equal to two and one half per cent of that part of its net income as hereinafter defined, which is derived from business carried on within this commonwealth.

If a domestic business corporation which is a subsidiary of a foreign corporation or closely affiliated therewith by stock ownership, is so managed that its books of account do not show its true earnings, it shall pay as a minimum tax under this act an amount equal to twenty dollars per thousand on its corporate excess, unless it shall file within the first ten days of April a statement, as of April first, of its net income which shows to the satisfaction of the tax commissioner its true earnings for its last prior fiscal year, eliminating therefrom all payments to such other corporation or its officers in excess of the fair value of the property or services given therefor.

If two or more domestic business corporations participated in the filing of a consolidated return of income to the federal government, the tax under paragraph (2) above may, at their option, be assessed upon their combined net income, which tax shall be assessed to both corporations and collected from either corporation. In the case of corporations thus affiliated, and in the further case of a single domestic business corporation which files with one or more foreign corporations a consolidated return of net income to the federal government, such domestic business corporation or corporations shall file with the tax commissioner, as a part of their return required by this act, a statement of net income in such form as he may prescribe, showing the gross income and deductions in accordance with the law and regulations governing the usual federal returns of corporations not thus affiliated, and the net income thus shown shall, in such cases, be the net income taxable under this act after making the deductions therefrom as provided in section three.

1920, 415, § 1.

SECTION 3. Except as provided in the last paragraph of section two, the term "net income" shall mean the net income for the taxable year as required to be reported by the corporation in its last prior return to the federal government as defined in the federal revenue act of nineteen hundred and eighteen, deducting therefrom all interest received upon bonds, notes and certificates of indebtedness of the United States which was included in such return, and adding thereto such dividends received from corporations, associations, partnerships and trusts as are taxable if received by an inhabitant of this commonwealth to the extent that the same have not been included in net income as required to be reported to the federal government and as defined in the said federal revenue act.

SECTION 4. Every such corporation shall, within the first ten days of April, make a return as of April first, sworn to by the treasurer or assistant treasurer, or in their absence or incapacity by any other principal officer, in such form as the tax commissioner may prescribe, giving (a) a copy of such parts of its last federal return due prior thereto, as he may designate; (b) such data as he may require to determine the proportion of net income derived from business carried on within this commonwealth; (c) such information as he may require for the determination of the corporate excess. Whenever the time for filing its federal return has been extended, the tax commissioner may extend the time for filing such return.

SECTION 5. If the assessment made by the federal government, is based upon a net income greater or less than the net income returned by said corporation, or if an additional assessment is at any time made on the ground that the net income was incorrectly returned in the first instance, or if, after the tax as assessed is paid to the federal government, any part of such tax is refunded, the corporation, within ten days after the receipt of such notice of the said fact, shall make return under oath to the tax commissioner of the amount by which the net income originally returned differs from the net income on which the tax was computed by the federal government upon the latest determination by it of the proper tax, and of the facts giving rise to the difference. If upon such facts an additional tax is due the commonwealth, the tax commissioner shall assess the additional tax, and the corporation shall, within thirty days after the receipt of notice from the tax commissioner of the amount thereof, pay such additional tax. If, upon the said facts, a less tax is due the commonwealth than that paid by the corporation, the treasurer and receiver general shall, upon certification of the tax commissioner, repay within thirty days such difference without any further statutory appropriation therefor.

SECTION 6. The commissioner of corporations and taxation shall determine in the following manner the proportion of the net income of a domestic corporation allocable to this commonwealth: The following classes of income shall be allocated to this commonwealth: 1920, 415, § 2.

(a) Interest and dividends which would be taxable under section two of chapter two hundred and sixty-nine of the General Acts of nineteen hundred and sixteen, and acts in amendment thereof and in addition thereto, if received by an inhabitant of this commonwealth.

(b) Gains realized from the sale of capital assets, if such assets consist of intangible property.

(c) Gains realized from the sale of capital assets if such assets consist of real estate or tangible personal property situated in this commonwealth.

The following class of income shall not be allocated in any part to this commonwealth:

Gains realized from the sale of capital assets if such assets consist of real estate or tangible personal property situated outside this commonwealth.

Income of the foregoing classes having thus been allocated, the remainder of the net income as defined in section three of this act shall be allocated as follows:

In case a domestic business corporation carries on no business outside of this commonwealth the whole of said remainder shall be allocated to this commonwealth.

In case a domestic business corporation carries on any business outside this commonwealth, the said remainder shall be divided into three equal parts.

Of one third, such portion shall be attributed to business carried on within this commonwealth as shall be found by multiplying the said one third by a fraction whose numerator is the value of the corporation's tangible property situated within this commonwealth, and whose denominator is the value of all the corporation's tangible property wherever situated. Of another one third, such portion shall be attributed to business carried on within this commonwealth as shall be found by multiplying the said one third by a fraction whose numerator is the expenditure of the corporation for wages, salaries, commissions or other compensation to its employees, and assignable to this commonwealth as hereinafter provided, and whose denominator is the total expenditure of the corporation for wages, salaries, commissions or other compensation to all its employees. Of the remaining one third, such portion shall be attributable to business carried on within this commonwealth as shall be found by multiplying the said one third by a fraction whose numerator is the amount of the corporation's gross receipts from business assignable

to this commonwealth as hereinafter provided, and whose denominator is the amount of the corporation's gross receipts from all its business. In a case where only two of the foregoing three rules are applicable, the said remainder of net income of the corporation shall be divided into two equal parts only, each of which shall be apportioned in accordance with one of the remaining two rules. In a case where only one of the three rules is applicable, the proportion of the net income received from business carried on within this commonwealth shall be determined solely by that rule. The value of the corporation's tangible property for the purposes of this section shall be the average value of such property during the year for which the income is returned. The amount assignable to this commonwealth of expenditure of the corporation for wages, salaries, commissions or other compensation to its employees shall be such expenditure for the year for which the income is returned as represents the compensation of employees not chiefly situated at, connected with or sent out from premises for the transaction of business which are owned or rented by the corporation outside of the commonwealth. The amount of the corporation's gross receipts from business assignable to this commonwealth shall be the amount for the year for which the income is returned of its gross receipts from (a) sales, except those negotiated or effected in behalf of the corporation by agents or agencies chiefly situated at, connected with or sent out from premises for the transaction of business which are owned or rented by the corporation outside of the commonwealth, and sales otherwise determined by the commissioner of corporations and taxation to be attributable to the business conducted on such premises; (b) rentals or royalties from property situated, or from the use of patents, within the commonwealth: *provided, however*, that upon application by a corporation which owns or controls substantially all the capital stock of another corporation, or by the corporation so owned or controlled, the commissioner of corporations and taxation may impose the tax provided for by this act upon the income of the two corporations jointly in the same manner as though they were a single corporation, or may, in such other manner as he shall determine, equitably adjust the tax of the applying corporation.

If a corporation maintains an office, warehouse or other place of business in a state other than this commonwealth for the purpose of reducing its tax under this act, the said commissioner shall, in determining the amount of its gross receipts from business assignable to this commonwealth, include therein the gross receipts from sales attributed by the corporation to the business conducted at such place of business in another state.

In the case of consolidated returns of net income, the said com-

missioner shall allocate such income, so far as is practicable, in accordance with the above rules.

A rule shall not be deemed to be inapplicable merely because all of the tangible property or the expenditure of a corporation for wages, salaries, commissions or other compensation, or the gross receipts of the corporation are found to be situated, incurred, or received without the commonwealth. From the net income allocated to this commonwealth as above, each domestic business corporation may deduct the same proportion thereof which the fair cash value of machinery owned by it and used in manufacturing in this commonwealth bears to its total assets employed in the commonwealth, and the amount remaining shall be its net income subject to tax under section two, paragraph (2). All other domestic business corporations shall likewise be entitled to the same deduction.

SECTION 7. The tax commissioner shall determine from the returns required by this act, and from any other available information, the net income and corporate excess of every domestic business corporation, and shall assess thereon the tax herein provided for. Except as otherwise provided in this act, the portion of said tax which is based upon the value of the corporate excess shall be assessed and collected in the same manner and with the same powers as provided in Part III of chapter four hundred and ninety of the acts of nineteen hundred and nine, and the amendments thereof and additions thereto, for the taxation of corporate franchises, and shall be subject to the other administrative provisions thereof. He shall not determine the income of any such corporation, which has filed a return within the time prescribed by law, to be in excess of the income shown by such return without notifying the corporation and giving it an opportunity to explain the apparent incorrectness of the return. For the purpose of verifying any such return, the tax commissioner may, within two years after the first day of September of the year in which such return was due, examine personally or by deputy or agent, the books and papers of the corporation, which shall be open to such officer for verification. If the tax commissioner discovers from the verification of a return filed under this act, or otherwise, that the full amount of any tax due under this act has not been assessed, he may, at any time within two years after the first day of September of the year in which such assessment should have been made, assess the same, first giving notice to the corporation to be assessed of his intention; and a representative of the corporation shall thereupon have an opportunity, within ten days after such notification, to confer with the tax commissioner as to the proposed assessment. After the expiration of ten days from

the notification the tax commissioner shall assess the amount of the tax remaining due to the commonwealth, and shall give notice to the corporation so assessed. Any tax so assessed shall be payable fourteen days after the date of the notice, and the provisions of this act concerning the abatement and collection of taxes shall be applicable to a tax so assessed.

If no return, or an incorrect or insufficient return, has been filed, and the corporation so in default refuses or neglects after notice to file a proper return, or if a fraudulent return has been filed, the tax commissioner shall determine the income of the corporation according to his best information and belief, and shall assess the same at double the amount so determined, which additional tax shall be in addition to the other penalties provided for by this act.

The tax commissioner shall also make from time to time such reasonable rules and regulations, not inconsistent with the provisions of this act, as he may deem necessary for carrying out its provisions.

SECTION 8. Except as is provided by section seven of this act, the tax commissioner shall annually, as soon as may be after the first Monday of August, give notice to the treasurer of each domestic business corporation of the amount of any tax levied upon it, under this act; and shall give notice to the treasurer of the date upon which such amount is payable and of the time within which the corporation may apply for a correction of the tax. Failure to receive the said notice shall not affect the validity of the tax.

SECTION 9. If a domestic business corporation fails to file when due the returns required by sections four and five of this act, there shall be added to and become a part of the tax as an additional tax the sum of five dollars for every day during which the corporation is in default: *provided, however*, that the tax commissioner may in his discretion abate any such additional tax in whole or in part.

If any return required by sections four and five contains a false statement which is known, or by the exercise of reasonable care might have been known, to the officer making it, to be false, such officer and the corporation shall be liable for the amount of tax thereby lost to the commonwealth, and in addition to a penalty of not less than five hundred dollars nor more than five thousand dollars.

Corporations which neglect to pay taxes assessed by the tax commissioner hereunder shall pay interest at the rate of six per cent per annum from the time when the taxes were payable until they are paid, if such payment is made before the commencement of proceedings for the recovery thereof, and twelve per cent if made after the commencement of such proceedings.

SECTION 10. Applications for the abatement or correction of any tax assessed under Part I of this act may be made within ten days after the date upon which the notice of assessment is sent, and from the decision of the tax commissioner thereon any corporation may appeal in the manner provided by section sixty-eight of Part III of chapter four hundred and ninety of the acts of nineteen hundred and nine, and acts in amendment thereof and in addition thereto.

SECTION 11. Except as otherwise provided in this act, taxes 1920, 415, § 3. levied under Part I of this act shall be due and payable to the treasurer and receiver-general within thirty days after the date of the notice provided for in section eight, but not before the twentieth day of October, and in the collection of taxes under Part I he shall have all the remedies provided in Part III of chapter four hundred and ninety of the acts of nineteen hundred and nine and acts in amendment thereof and in addition thereto.

SECTION 12. Shares in the capital stock of domestic business corporations shall be exempt from taxation under the provisions of Part I of said chapter four hundred and ninety, as amended.

The tangible personal property, other than machinery used in manufacture by domestic business corporations, shall be exempt from taxation under the provisions of Part I of said chapter four hundred and ninety, as amended.

Such parts of said chapter four hundred and ninety, as amended, as relate to taxation of the corporate franchises of such domestic business corporations as are subject to this act, shall not apply to the said corporations.

SECTION 13. One sixth of every tax paid by any domestic business corporation under this act shall be retained by the commonwealth. The remainder shall be distributed, credited and paid to the city or town of the commonwealth where the business of the corporation is carried on. If the corporation maintains an office, store or factory in more than one city or town of the commonwealth, the said remainder shall be distributed, credited and paid to such cities or towns in proportion to the value of the tangible property of the corporation in each of such cities or towns on the first day of April, or on such other day as the tax commissioner shall determine, which value shall be determined in such manner as the tax commissioner shall deem just: *provided*, that if the corporation does not conduct its business in Massachusetts, and does not own any tangible property in any city or town of the commonwealth, other than furniture and equipment reasonably necessary for the use of the clerk or other executive officers of the corporation, all of the said tax shall be retained by the commonwealth.

PART II. FOREIGN CORPORATION TAX.

SECTION 14. When used in Part II of this act: —

(1) The term "foreign corporation" shall mean every corporation, association or organization of the classes enumerated in sections fifty-six and fifty-eight of chapter four hundred and thirty-seven of the acts of nineteen hundred and three, as amended by chapter two hundred and forty-two of the acts of nineteen hundred and five.

(2) The term "taxable year" shall mean the fiscal year of the corporation.

1920, 549, § 2.

SECTION 15. Every foreign corporation shall pay annually, with respect to the carrying on or doing of business by it within the commonwealth, an excise equal to the sum of the following, provided that every such corporation shall pay annually a total excise tax not less than an amount equal to one twentieth of one per cent of such proportion of the value of the issued capital stock as the assets, both real and personal, employed in any business within the commonwealth on the first day of April following the close of the taxable year, bear to the total of such assets of the corporation on said date: —

(1) An amount equal to five dollars per thousand upon the value of the corporate excess employed by it within the commonwealth. The term "corporate excess" within the commonwealth shall mean such proportion of the value of the issued capital stock as the assets, both real and personal, employed in any business within the commonwealth on the first day of April following the close of the taxable year, bear to the total of such assets of the corporation on said date, less the following deductions: — (a) the value of the works, structures, real estate, machinery, poles, underground conduits, wires and pipes owned by it within the commonwealth subject to local taxation, except such part of the said real estate as represents the interest of a mortgagee; (b) the value of securities held in Massachusetts, other than shares in national banks, voluntary associations, trusts and partnerships, the income of which, if any, if received by a natural person resident in this commonwealth, would not be liable to taxation. In determining the proportion of assets employed within the commonwealth, the tax commissioner may include such bank deposits in other states as are employed principally in the conduct of the business in this commonwealth. In determining the corporate excess within the commonwealth, there shall not be deducted the value of shares in national banks and in voluntary associations, trusts and partnerships, nor of other securities

the income of which, if owned by a natural person resident in this commonwealth, would be liable to taxation, nor shall there be deducted the value of any shares of stock of the corporation itself owned directly or indirectly by it or for its benefit; and the tax commissioner in determining for the purposes of taxation the value of the corporate excess of any such corporation shall not take into consideration any debts of the corporation unless he is satisfied that no part of such debts was incurred for the purpose of reducing the amount of taxes to be paid by it.

(2) An amount equal to two and one half per cent of that part of its net income, as hereinafter defined, which is derived from business carried on within the commonwealth.

If two or more foreign business corporations participate in the filing of a consolidated return of income to the federal government, the tax under paragraph (2) above may, at their option, be assessed upon their combined net income, which tax shall be assessed upon both corporations and collected from either corporation. In the case of corporations thus affiliated, and in the further case of a single foreign corporation which files with one or more domestic business corporations a consolidated return of net income to the federal government, such foreign corporation or corporations shall file with the tax commissioner, as a part of their return required by this act, a statement of the net income in such form as he may prescribe, showing the gross income and deductions in accordance with the law and regulations governing the usual federal returns of corporations not thus affiliated, and the net income thus shown shall, in such cases, be the net income taxable under this act, after making the deductions therefrom as provided in section sixteen.

SECTION 16. Except as provided in the last paragraph of section fifteen, the term "net income" in the case of a foreign corporation shall mean the net income for the taxable year as required to be reported by the corporation in its last prior return to the federal government as defined in the federal revenue act of nineteen hundred and eighteen, deducting therefrom interest received upon bonds, notes and certificates of indebtedness of the United States, and dividends received from corporations or associations, partnerships and trusts having transferable shares, to the extent that such interest and dividends are included in net income as required to be reported to the federal government and as defined as aforesaid. 1920, 415, § 4.

SECTION 17. Every such corporation shall, within the first ten days of April, make a return as of April first sworn to by the treasurer or assistant treasurer, or in their absence or incapacity, by any other principal officer, in such form as the tax commissioner may prescribe, giving (a) a copy of such parts of its last federal return

due prior thereto as he may designate; (b) such data as he may require to determine the proportion of net income derived from business carried on within the commonwealth; (c) such information as he may require for the determination of the corporate excess employed by it within the commonwealth. Whenever the time for filing its federal return has been extended, the tax commissioner may extend the time for filing the said return.

SECTION 18. If the assessment made by the federal government is based upon a net income greater or less than the net income returned by said corporation, or if an additional assessment is at any time made on the ground that the net income was incorrectly returned in the first instance, or if, after the tax as assessed is paid to the federal government, any part of the tax is refunded, the corporation, within ten days after the receipt of notice of the said fact, shall make return under oath to the tax commissioner of the amount by which the net income originally returned differs from the net income on which the tax was computed by the federal government upon the latest determination by it of the proper tax, and of the facts giving rise to the difference. If upon such facts an additional tax is due the commonwealth, the tax commissioner shall assess such additional tax, and the corporation shall, within thirty days after the receipt of notice from the tax commissioner of the amount thereof, pay such additional tax. If upon such facts, a less tax is due the commonwealth than that paid by the corporation, the treasurer and receiver general shall, upon certification by the tax commissioner, repay the difference, within thirty days, without any further statutory appropriation therefor.

1920, 415, § 5;
549, § 3.

SECTION 19. The commissioner of corporations and taxation shall determine in the following manner the proportion of the net income of a foreign corporation allocable to this commonwealth:

The following classes of income shall be allocated to this commonwealth:

(a) Gains realized from the sale of capital assets if such assets consist of real estate or tangible personal property situated in this commonwealth.

(b) Interest received from any corporation organized under the laws of this commonwealth or from any association, partnership or trust having transferable shares and having its principal place of business in this commonwealth, or from any inhabitant of this commonwealth, except interest received on deposits in trust companies or in national banks doing business in this commonwealth.

The following class of income shall not be allocated in any part to this commonwealth:

(1) Gains realized from the sale of capital assets other than those named in paragraph (a) above.

Income of the foregoing classes having thus been allocated, the remainder of the net income as defined in section sixteen of this act shall be allocated as follows:

In case a foreign business corporation carries on no business outside this commonwealth the whole of said remainder shall be allocated to this commonwealth.

In case a foreign business corporation carries on any business outside this commonwealth, the said remainder shall be divided into three equal parts.

Of one third, such portion shall be attributed to business carried on within this commonwealth as shall be found by multiplying the said one third by a fraction whose numerator is the value of the corporation's tangible property situated within the commonwealth, and whose denominator is the value of all the corporation's tangible property wherever situated. Of another one third, such portion shall be attributed to business carried on within this commonwealth as shall be found by multiplying the said one third by a fraction whose numerator is the expense paid by the corporation for wages, salaries, commissions or other compensation to its employees, and assignable to this commonwealth as hereinafter provided, and whose denominator is the total expenditure of the corporation for wages, salaries, commissions or other compensation to all its employees. Of the remaining one third, such portion shall be attributed to business carried on within the commonwealth as shall be found by multiplying the said one third by a fraction whose numerator is the amount of the corporation's gross receipts from business assignable to this commonwealth, as hereinafter provided, and whose denominator is the amount of the corporation's gross receipts from all its business. In a case where only two of the foregoing three rules are applicable, the said remainder of net income of the corporation shall be divided into two equal parts only, each of which shall be apportioned in accordance with one of the remaining two rules. In a case where only one of the three rules is applicable, the proportion of the net income received from business carried on within this commonwealth shall be determined solely by such rule.

The value of the corporation's tangible property for the purposes of this act shall be the average value of such property during the year for which the income is returned. The amount assignable to this commonwealth of expense paid by the corporation for wages, salaries, commissions or other compensation to its employees shall be such expense for the year for which the income is returned, as represents the compensation of employees not chiefly situated at,

connected with or sent out from premises for the transaction of business which are owned or rented by the corporation outside of the commonwealth. The amount of the corporation's gross receipts from business assignable to this commonwealth shall be the amount, for the year for which the income is returned, of its gross receipts from (a) sales, except those negotiated or effected in behalf of the corporation by agents or agencies chiefly situated at, connected with or sent out from premises for the transaction of business which are owned or rented by the corporation outside of the commonwealth, and sales otherwise determined by the commissioner of corporations and taxation to be attributed to the business conducted on such premises; (b) rentals or royalties from property situated, or from the use of patents, within the commonwealth: *provided, however*, that upon application by a corporation which owns or controls substantially all the capital stock of another corporation, or by the corporation so owned or controlled, the commissioner of corporations and taxation may impose the tax provided for by this act upon the income of the two corporations jointly in the same manner as though they were a single corporation, or may, in such other manner as he shall determine, equitably adjust the tax of the applying corporation.

If a corporation maintains an office, warehouse, or other place of business in a state other than this commonwealth for the purpose of reducing its tax under this act, the said commissioner shall, in determining the amount of its gross receipts from business assignable to this commonwealth, include therein the gross receipts from sales attributed by the corporation to the business conducted at such place of business in another state.

In the case of consolidated returns of net income, the said commissioner shall allocate such income, so far as is practicable in accordance with the above rules.

A rule shall not be deemed to be inapplicable merely because all of the tangible property or the expense of a corporation for wages, salaries, commissions or other compensation, or the gross receipts of the corporation are found to be situated, incurred or received without the commonwealth. From the net income allocated to this commonwealth as above, each foreign corporation may deduct the same proportion thereof which the fair cash value of machinery owned by it and used in manufacturing in this commonwealth bears to its total assets employed in the commonwealth, and the amount remaining shall be the net income subject to tax under section fifteen, paragraph (2). All other foreign business corporations shall likewise be entitled to the same deduction.

SECTION 20. A corporation carrying on part of its business outside this commonwealth may, in lieu of the allocating method set forth in the preceding section for determining the amount of business assignable to this commonwealth, refuse to accept such determination by notification thereof to the tax commissioner on or before the time when its income tax return under the provisions of this act is due to be filed. Such a foreign corporation shall, within thirty days thereafter, file with the tax commissioner, under oath of its treasurer, a statement in such detail as the tax commissioner shall require, showing the amount of its annual net income derived from business carried on within the commonwealth. The tax commissioner may require such further information with reference thereto as he may deem necessary for the assessment of the tax, and shall determine the proportion of the net income received from business carried on within this commonwealth.

SECTION 21. After determining the amount of tax due from any foreign corporation under the provisions of paragraph (2) of section fifteen of this act, the tax commissioner shall then credit the corporation with a sum equal to five per cent of the dividends paid by it, during the previous calendar year, to inhabitants of this commonwealth, and the amount then remaining due shall be the amount of tax to be levied upon the corporation: *provided*, that if more than one half of the capital stock of any such corporation is owned by another foreign corporation which is not subject to taxation under this act, but has stockholders who are inhabitants of this commonwealth and are subject to taxation upon their income under section two of chapter two hundred and sixty-nine of the General Acts of nineteen hundred and sixteen and acts in amendment thereof and in addition thereto, such corporation upon filing with the tax commissioner such information as he shall deem necessary for the purpose, shall be credited with a sum equal to five per cent of such a proportion of its total dividends as will prevent double taxation of the income of the corporation and of the dividends of such other foreign corporation actually taxed to inhabitants of this commonwealth.

SECTION 22. The tax commissioner shall determine from the returns required by this act and from any other available information, the income of every foreign business corporation and the value of the capital stock employed by it within the commonwealth, and shall assess thereon the tax herein provided for. Except as otherwise provided in this act, that part of the said tax which is based upon the value of the capital stock shall be assessed and collected in the same manner and with the same powers as provided in Part III of chapter four hundred and ninety of the acts of nineteen hun-

dred and nine, and the amendments thereof and additions thereto, for the taxation of corporate franchises of domestic corporations, and shall be subject to the other administrative provisions thereof. He shall not determine the income of any such corporation, which has filed a return within the time prescribed by law, to be in excess of the income shown by such return without notifying the corporation and giving it an opportunity to explain the apparent incorrectness of the return. For the purpose of verifying any return made pursuant to this act, the tax commissioner may, within two years after the first day of September in the year in which such return was due, examine personally or by deputy or agent, the books and papers of the corporation, which shall be open to such officer for the said verification. If the tax commissioner discovers from the verification of a return filed under this act, or otherwise, that the full amount of any tax due under this act has not been assessed, he may, at any time within two years after the first day of September of the year in which such assessment should have been made, assess the same, first giving notice to the corporation so to be assessed of his intention; and a representative of the corporation shall thereupon have an opportunity, within ten days after such notification, to confer with the tax commissioner as to the proposed assessment. After the expiration of ten days from the notification the tax commissioner shall assess the amount of the tax remaining due to the commonwealth, and shall give notice to the corporation so assessed. Any tax so assessed shall be payable fourteen days after the date of the notice, and the provisions of this act concerning the abatement and collection of taxes shall be applicable to any tax so assessed.

If no return, or an incorrect or insufficient return, has been filed, and the corporation so in default refuses or neglects after notice to file a proper return, or if a fraudulent return has been filed, the tax commissioner shall determine the income of the corporation according to his best information and belief, and shall assess the same at double the amount so determined, which additional tax shall be in addition to the other penalties provided for by this act.

The tax commissioner shall also make from time to time such reasonable rules and regulations, not inconsistent with the provisions of this act, as he may deem necessary for carrying out its provisions.

SECTION 23. Except as provided by section twenty-two of this act, the tax commissioner shall annually, as soon as may be after the first Monday of August, give notice to the treasurer of each foreign corporation of the amount of any tax levied upon it, under this act; and shall give notice to the treasurer of the date upon

which such amount is payable and of the time within which the corporation may apply for a correction of the tax. Failure to receive the said notice shall not affect the validity of the tax.

SECTION 24. If a foreign corporation fails to file the returns required by sections seventeen and eighteen of this act when they are due, there shall be added to and become a part of the tax as an additional tax the sum of five dollars for every day during which the corporation is in default: *provided, however*, that the tax commissioner may, in his discretion, abate any such additional tax in whole or in part.

If any return required by sections seventeen and eighteen contains a false statement which is known, or by the exercise of reasonable care might have been known to the officer making it to be false, such officer or the corporation shall be liable for the amount of tax thereby lost to the commonwealth, and in addition to a penalty of not less than five hundred nor more than five thousand dollars.

Corporations which neglect to pay taxes assessed by the tax commissioner hereunder shall pay interest at the rate of six per cent per annum from the time when such taxes were payable until they are paid, if such payment is made before the commencement of proceedings for the recovery thereof, and twelve per cent if made after the commencement of such proceedings.

SECTION 25. Application for the abatement or correction of any tax assessed under Part II of this act may be made within thirty days after the date upon which the notice of assessment is sent, and from the decision of the tax commissioner thereon any corporation may appeal in the manner provided by section sixty-eight of Part III of chapter four hundred and ninety of the acts of nineteen hundred and nine, and acts in amendment thereof and in addition thereto.

SECTION 26. Except as otherwise provided in this act, taxes levied under Part II of this act shall be due and payable to the treasurer and receiver-general within thirty days after the date of the notice provided for in section twenty-three, but not before the twentieth day of October, and in the collection of taxes under said Part II, he shall have all the remedies provided in Part III of chapter four hundred and ninety of the acts of nineteen hundred and nine and acts in amendment thereof and in addition thereto. 1920, 415, § 6.

SECTION 27. The tangible personal property, other than machinery used in manufacture, of foreign corporations subject to this act shall be exempt from taxation under the provisions of Part I of said chapter four hundred and ninety, as amended or supplemented. So much of chapter five hundred and sixteen of the acts of nineteen hundred and nine; and section seventy-one of chapter four hundred and thirty-seven of the acts of nineteen hundred and 1920, 415, § 7.

three, and acts in amendment thereof and in addition thereto, as relates to the taxation of merchandise owned by foreign corporations and situated in this commonwealth shall not apply to corporations taxable under this act. So much of section twenty-three of Part I of said chapter four hundred and ninety, as amended or added to, as relates to the taxation of the merchandise of foreign corporations shall not apply to corporations taxable under this act. Nothing in this act shall be construed to exempt from taxation dividends taxable under section two of chapter two hundred and sixty-nine of the General Acts of nineteen hundred and sixteen and acts in amendment thereof and in addition thereto.

SECTION 31. One sixth of every tax paid by any foreign business corporation under this act shall be retained by the commonwealth. The remainder shall be distributed, credited and paid to the city or town of the commonwealth where the business of the corporation is carried on. If the corporation maintains an office, store or factory in more than one city or town of the commonwealth, the said remainder shall be distributed, credited and paid to such cities or towns in proportion to the value of the tangible property of the corporation in each of them on the first day of April, or on such other day as the tax commissioner shall determine, which value shall be determined in such manner as the tax commissioner shall deem just: *provided*, that if the corporation does not conduct its business in Massachusetts and does not own any tangible property in any city or town of the commonwealth, other than furniture and equipment reasonably necessary for the use of the clerk or other executive officers of the corporation, all of the said tax shall be retained by the commonwealth.

ORGANIZATION AND FILING FEES.

Fees for
organization
papers.
R. L. 110, § 86.
1907, 896, § 1.
1920, 349, § 8;
598, § 1.

SECTION 88. The fee for filing and recording the articles of organization required by section eleven, including the issuing by the secretary of the commonwealth of the certificate of incorporation, shall be one twentieth of one per cent of the total amount of the authorized capital stock with par value, and five cents a share for all authorized shares without par value, as fixed by the articles of organization; but not in any case less than fifty dollars.

Fees for
increase
of capital.
R. L. 110, § 86.

SECTION 89. The fee for filing and recording the certificate required by section forty-two providing for an

increase of capital stock shall be one twentieth of one per cent of the amount of stock with par value and five cents a share for all shares without par value, by which the capital is increased, but not in any case less than twenty dollars.

SECTION 90. The fee for filing all other certificates, statements or reports required by law shall be ten dollars for each certificate, statement or report, but no fee shall be paid for filing the annual tax return required by sections four and seventeen of chapter three hundred and fifty-five of the General Acts of nineteen hundred and nineteen. No fee shall be paid for filing the certificate of change of officers or of the date of the annual meeting required by sections eighteen *a* and twenty *a* respectively.

1907, 896, § 2.
1920, 349, 598.
220 Mass. 183.

Fees for all other certificates, statements and reports.
R. L. 110, § 86.
1920, 349, 598.

SECTION 91. Every foreign corporation which is subject to the provisions of this act shall pay to the officers hereinafter designated the following fees. For filing a copy of its charter, by-laws and the certificate required by section sixty, fifty dollars to the treasurer and receiver-general. For filing all other certificates and statements, including the annual certificate of condition required by section sixty-six, ten dollars to the secretary of the commonwealth.

Fees for foreign corporations.
R. L. 126, § 20.
1909, 490,
Part III, § 84.
1920, 598.

MISCELLANEOUS PROVISIONS.

SECTION 92. A corporation which is organized for the purpose of opening outlets, canals, sluiceways or ditches for the introduction and propagation of herrings and alewives, before making any purchase of real estate or doing any acts in pursuance of its organization, shall obtain the authority in writing of the mayor and aldermen of the city or of the selectmen of the town within which its works are to be located, and, within thirty days after obtaining such authority, shall file a copy thereof, certified by the city or town clerk, in the office of the secretary of the commonwealth.

Fishing associations.
R. L. 110, §§ 8, 56, 71.

SECTION 93. A corporation which is organized for the purpose of co-operation in carrying on any business and

Co-operative associations.
R. L. 110, §§ 7, 69, 70.

1913, 447.
1915, Gen. 118.
1920, 349, § 10.

of co-operative trade shall distribute its earnings or profits among its workmen, purchasers and stockholders at such times and in such manner as its by-laws shall prescribe, but as often at least as once in twelve months. No distribution shall be made unless at least ten per cent of the net profits have been appropriated for a contingent or sinking fund until an amount has accumulated equal to thirty per cent of its capital stock. No person shall hold shares in any such corporation to an amount exceeding one thousand dollars at their par value, nor shall a stockholder be entitled to more than one vote upon any subject.

Free beds in
hospitals.
R. L. 110, § 50.

SECTION 94. A manufacturing corporation may, by the vote of a majority of all its stock, or if two or more classes of stock have been issued, of a majority of each class outstanding and entitled to vote, appropriate not more than five thousand dollars, or an annual sum of not more than five hundred dollars, for the support of free beds in one or more hospitals in this commonwealth for the use of its employees.

REPEAL.

Repeal.

SECTION 95. Sections forty-nine, fifty, fifty-one, fifty-two and sixty-nine of chapter fourteen of the Revised

Partial repeal.

Laws are hereby repealed. Sections thirty-seven, thirty-eight, thirty-nine, forty, forty-two, fifty-four, fifty-five, fifty-six, fifty-seven, fifty-eight, fifty-nine, sixty, sixty-one, sixty-two, sixty-three, sixty-six, sixty-seven and sixty-eight of chapter fourteen, and chapters one hundred and nine, one hundred and ten and one hundred and twenty-six except section eight of the Revised Laws, and chapter four hundred and forty-one of the acts of the year nineteen hundred and two and all other acts and parts of acts inconsistent herewith, so far as they apply to corporations which are subject to the provisions of this act, are hereby repealed.

Construction
of act.
R. L. 226, §§ 2, 4.

SECTION 96. The provisions of this act so far as they are the same as those of existing statutes shall be con-

strued as a continuation thereof, and not as new enactments, and a reference in a statute which has not been repealed to provisions of law which have been revised and re-enacted herein shall be construed as applying to such provisions as so incorporated in this act. The repeal of a law by this act shall not affect any act done, ratified or confirmed, or any right accrued or established, or any action, suit or proceeding commenced under any of the laws repealed before the repeal took effect, but the proceedings in such case shall, when necessary, conform to the provisions of this act.

SECTION 97. This act shall take effect on the first day of August in the year nineteen hundred and three. [Ap-
proved June 17, 1903. Date of taking effect.

ADDITIONAL ACTS AFFECTING CORPORATIONS.

1902, c. 349. An Act relative to taxes assessed upon foreign corporations and non-resident persons doing business in the Commonwealth.

1903, c. 320. An Act relative to public service corporations and their employees.

1903, c. 415. An Act to prohibit sales of merchandise in bulk in fraud of creditors.

1904, c. 427. An Act to regulate bond and investment companies.

1905, c. 189. An Act relative to the increase of capital stock in trust companies.

1905, c. 315. An Act to prohibit the admission of foreign fraternal beneficiary corporations to do business in Massachusetts under a name in use by a domestic corporation or liable to be mistaken therefor.

1906, c. 269. An Act relative to service of trustee process upon foreign corporations doing business within this Commonwealth.

1906, c. 372. An Act relative to restraining by injunction corporations from transacting unauthorized business.

1907, c. 282. An Act relative to changes in officers of business corporations. (Amended in 1908 and 1915.)

1907, c. 332. An Act relative to service on certain foreign corporations.

1907, c. 539. An Act relative to recording trade names.

1908, c. 163. An Act relative to the changing of names of corporations.

1908, c. 483. An Act to prohibit the making of political contributions by business corporations. (Repealed, 1913, c. 835, § 503; see § 353 of same chapter.)

1909, c. 441. An Act relative to voluntary associations. (Amended by 1914, c. 771.)

1910, c. 171. An Act to make uniform the law of transfers of shares of stock of corporations.

1910, c. 187. An Act to prohibit the sale or transfer of the assets of a corporation in fraud of the Commonwealth. (Amended by § 19, c. 349, Gen. 1919.)

1910, c. 353. An Act to authorize any corporation incorporated by special act prior to February 23, 1830, to adopt the business corporation law.

1911, c. 70. An Act relative to the service of trustee process upon foreign corporations.

1911, c. 428. An Act to prohibit the making or publishing of false or exaggerated statements concerning the affairs of corporations, joint stock associations, partnerships or individuals.

1911, c. 492. An Act relative to the listing and advertising of shares of stock of mining corporations.

1912, c. 586. An Act relative to increases of capital stock by chartered corporations.

1912, c. 595. An Act relative to the organization of corporations for engaging in the business of buying and selling real estate.

1913, c. 257. An Act relative to service on certain foreign corporations.

1913, c. 447. An Act relative to the incorporation and management of co-operative associations with a capital stock not exceeding ten thousand dollars.

1913, c. 597. An Act relative to the holding of stock of certain public service corporations.

1914, c. 658. An Act to regulate correspondence and other schools.

1914, c. 661. An Act relative to false reports or statements concerning corporations.

1914, c. 770. An Act to provide for the taxation of transfers of stock. (Amended by c. 238, Gen. 1915, and by c. 464, 1920.)

1915, Gen., c. 82. An Act licensing corporations as insurance agents.

1915, Gen., c. 296. An Act relative to the registration of persons, firms and corporations designing to install wires or apparatus for electric light, heat or power purposes.

1915, Gen., c. 301. An Act relative to dental names.

1916, Gen., c. 83. An Act to provide for returns of property of foreign corporations.

1916, Gen., c. 266. An Act relative to the use of trolley motors on public ways.

1916, Gen., c. 269, § 25. Certain annual returns to be filed by corporations relative to interest dividends and salaries paid to residents of the Commonwealth.

1916, Gen., c. 292. An Act to prohibit the practice of law by corporations.

1917, Gen., c. 224. An Act to permit the incorporation of agricultural and horticultural organizations under the law relating to business corporations.

1917, Gen., c. 305. An Act to regulate foreign corporations engaged in the business of wrecking or salvaging in the navigable waters of the Commonwealth.

1918, Gen., c. 196. An Act to authorize domestic corporations to make certain contributions in time of war.

1919, Gen., c. 70. An Act to enable manufacturing corporations to provide for the representation of their employees on the board of directors.

1919, Gen., c. 146. An Act relative to the abatement of legacy and succession taxes and corporation excise taxes illegally exacted.

1919, Gen., c. 349. An Act relative to the sale of assets by business corporations.

1920, c. 165. An Act to continue the corporate existence of certain dissolved corporations for the purpose of suits.

1920, c. 237. An Act relative to the election of officers of business corporations.

1920, c. 349. An Act relative to the issue of capital stock by business corporations.

1920, c. 462. An Act to provide for the abatement of certain corporation excise taxes.

1920, c. 556. An Act to regulate the issue of stock by business corporations.

1920, c. 598. An Act to increase certain fees payable by corporations and others.

1920, c. 582. An Act relative to the filing of petitions for legislation affecting corporations.

[ACTS OF 1902, CHAPTER 349.]

AN ACT RELATIVE TO TAXES ASSESSED UPON FOREIGN CORPORATIONS AND NON-RESIDENT PERSONS DOING BUSINESS IN THE COMMONWEALTH.

Be it enacted, etc., as follows:

SECTION 1. When any foreign corporation or non-resident person doing business in the commonwealth shall for sixty days neglect, refuse or omit to pay a tax lawfully assessed and payable, any court having jurisdiction in equity may upon petition of the collector of taxes of the city or town where the tax is assessed restrain said corporation or person from doing business in the commonwealth until said tax, with all incidental costs and charges, shall have been paid. Service of process upon any such petition may be made by an officer duly qualified to serve process, by leaving a duly attested copy thereof at the place where the business is carried on.

SECTION 2. This act shall take effect upon its passage.
[Approved April 29, 1902.]

[ACTS OF 1903, CHAPTER 415.]

AN ACT TO PROHIBIT SALES OF MERCHANDISE IN BULK
IN FRAUD OF CREDITORS.*Be it enacted, etc., as follows:*

185 Mass. 18.
188 Mass. 391.
189 Mass. 598.
190 Mass. 326.

SECTION 1. The sale in bulk of any part or the whole of a stock of merchandise, otherwise than in the ordinary course of trade and in the regular and usual prosecution of the seller's business, shall be fraudulent and void as against the creditors of the seller, unless the seller and purchaser, at least five days before the sale, make a full, detailed inventory, showing the quantity and, so far as possible with exercise of reasonable diligence, the cost price to the seller of each article to be included in the sale; and unless the purchaser demands and receives from the seller a written list of names and addresses of creditors of the seller, with the amount of indebtedness due or owing to each and certified by the seller, under oath, to be, to the best of his knowledge and belief, a full, accurate and complete list of his creditors and of his indebtedness; and unless the purchaser shall, at least five days before taking possession of such merchandise, or paying therefor, notify personally, or by registered mail, every creditor whose name and address are stated in said list, of the proposed sale and of the price, terms and conditions thereof.

SECTION 2. Sellers and purchasers under this act shall include corporations, associations, co-partnerships and individuals, but nothing contained in this act shall apply to sales by executors, administrators, receivers, assignees under a voluntary assignment for the benefit of creditors, trustees in bankruptcy, or by any public officer under judicial process.

SECTION 3. This act shall take effect upon its passage.
[Approved June 8, 1903.]

[ACTS OF 1906, CHAPTER 269.]

AN ACT RELATIVE TO SERVICE OF TRUSTEE PROCESS
UPON FOREIGN CORPORATIONS DOING BUSINESS WITHIN
THIS COMMONWEALTH.

Be it enacted, etc., as follows:

In an action by trustee process in which a foreign corporation having a usual place of business within this commonwealth is designated as trustee, service of the writ upon the treasurer or other officer of such corporation shall be of the same effect and validity as if made upon the commissioner of corporations. [*Approved April 10, 1906.*]

[ACTS OF 1906, CHAPTER 372.]

AN ACT RELATIVE TO RESTRAINING BY INJUNCTION CORPORATIONS FROM TRANSACTING UNAUTHORIZED BUSINESS.

Be it enacted, etc., as follows:

SECTION 1. Upon an information in equity in the name of the attorney-general, at the relation of the commissioner of corporations, the supreme judicial court shall have power to restrain by injunction any corporation from assuming or exercising any franchise or privilege or transacting any kind of business not authorized by the charter of such corporation and the laws of this commonwealth; and also in the same manner to restrain any foreign corporation from assuming or exercising any corporate rights, privileges or franchises in this commonwealth until the provisions of sections fifty-eight and sixty of chapter four hundred and thirty-seven of the acts of the year nineteen hundred and three and of all acts in amendment thereof have been complied with.

SECTION 2. This act shall take effect upon its passage. [*Approved May 8, 1906.*]

[ACTS OF 1907, CHAPTER 332, AS AMENDED BY ACTS OF 1913,
CHAPTER 257.]

AN ACT RELATIVE TO SERVICE ON CERTAIN FOREIGN
CORPORATIONS.

Be it enacted, etc., as follows:

224 Mass. 379.

SECTION 1. In an action against a foreign corporation having its principal or a usual place of business within this commonwealth, or which is engaged in or soliciting business in this commonwealth, permanently or temporarily, and with or without a usual place of business therein, service of the summons or writ may be made according to the provisions of section thirty-six of chapter one hundred and sixty-seven of the Revised Laws for service in actions against domestic corporations; and such service shall be of the same effect and validity as if made upon the commissioner of corporations.

SECTION 2. This act shall take effect upon its passage.
[Approved April 24, 1907.]

[ACTS OF 1908, CHAPTER 483.]

AN ACT TO PROHIBIT THE MAKING OF POLITICAL CONTRIBUTIONS BY BUSINESS CORPORATIONS.

Be it enacted, etc., as follows:

SECTION 1. No business corporation incorporated under the laws of, or doing business in this commonwealth, and no officer or agent acting in behalf of such corporation, shall pay or contribute in order to aid, promote or prevent the nomination or election of any person to public office or in order to aid, promote or antagonize the interests of any political party. No person shall solicit or receive such payment or contribution from such corporation.

SECTION 2. Any corporation violating the provisions of this act shall be punished by a fine of not more than ten

thousand dollars, and any officer, director or agent of a corporation violating any provision of this act or authorizing such violation, shall be punished by a fine of not more than five thousand dollars or by imprisonment for not more than six months.

SECTION 3. Nothing in this act shall be construed as affecting the provisions of chapter five hundred and eighty-one of the acts of the year nineteen hundred and seven. [*Approved May 1, 1908.*]

[ACTS OF 1909, CHAPTER 441.]

AN ACT RELATIVE TO VOLUNTARY ASSOCIATIONS UNDER
WRITTEN INSTRUMENTS.

Be it enacted, etc., as follows:

SECTION 1. Trustees of a voluntary association under a written instrument or declaration of trust the beneficial interest under which is divided into transferable certificates of participation or shares, shall file a copy of such written instrument or declaration of trust with the commissioner of corporations and with the clerk of every city or town in which such association has a usual place of business. Such trustees shall also, within thirty days after the adoption of any amendment of such instrument or declaration, file a copy thereof with the said commissioner and said clerk.

SECTION 2. Trustees of a voluntary association under a written instrument or declaration of trust the beneficial interest under which is divided into transferable certificates of participation or shares, who own or control a majority of the capital stock of a railroad, street railway, gas company, or electric light company, shall annually on or before the first day of May file with the commissioner of corporations and with the board having supervision of such company a statement showing the number of shares of such company owned or controlled by them and the

stockholders of record on the books of such company in whose names such shares are held.

1913, 454.

SECTION 3. Every trustee of a voluntary association under a written instrument or declaration of trust, the beneficial interest under which is divided into transferable certificates of participation or shares, who fails to comply with the requirements of section two of this act shall for such failure be liable to a fine of not more than five hundred dollars or to three months' imprisonment.

[ACTS OF 1913, CHAPTER 596.]

AN ACT TO PROVIDE FOR PUBLICATION OF INFORMATION
RELATIVE TO VOLUNTARY ASSOCIATIONS OWNING OR
CONTROLLING PUBLIC SERVICE CORPORATIONS.

Be it enacted, etc., as follows:

SECTION 1. The commissioner of corporations, within thirty days after the passage of this act, shall transmit copies of all written instruments or declarations of trust and of amendments or additions thereto which have been filed in his office, in compliance with section two of chapter four hundred and forty-one of the acts of the year nineteen hundred and nine, to the secretary of the commonwealth, who shall cause the same to be printed as a public document. The commissioner of corporations shall, in the month of December, nineteen hundred and thirteen, and annually thereafter, transmit to the secretary of the commonwealth copies of all written instruments or declarations of trust, and any amendments or additions to such declarations theretofore in the custody of the commissioner, which were filed in his office during the year ending on the thirtieth day of November next preceding, in compliance with section two of chapter four hundred and forty-one of the acts of the year nineteen hundred and nine. The secretary shall annually cause such of said

instruments, declarations of trust and amendments as have not been previously printed under his direction, together with such reports and information relating to the associations described in section two of said chapter four hundred and forty-one as the board of railroad commissioners or the board of gas and electric light commissioners may transmit to him for the purpose, to be printed as a public document.

SECTION 2. This act shall take effect upon its passage.
[*Approved May 2, 1913.*]

[GENERAL ACTS OF 1915, CHAPTER 20.]

SECTION 148. Trustees of a voluntary association under a written instrument or declaration of trust the beneficial interest under which is divided into transferable certificates of participation or shares, who own or control a majority of the capital stock of a gas or electric company, shall file a copy of such written instrument or declaration of trust with the board, the commissioner of corporations and the clerk of every city or town in which such association has a usual place of business, and shall annually, on or before the first day of April, file with the commissioner of corporations and with the board a statement showing the number of shares of such company owned or controlled by them and the stockholders of record on the books of such company in whose names such shares are held. Such trustees shall also within thirty days after the adoption of any amendment of such instrument or declaration file a copy thereof with the board, the said commissioner and said clerk. Every such trustee who fails to comply with the foregoing requirements shall for such failure be liable to a fine of not more than five hundred dollars or to imprisonment for the term of three months.

[GENERAL ACTS OF 1916, CHAPTER 184.]

AN ACT RELATIVE TO SUITS AGAINST VOLUNTARY ASSOCIATIONS CREATED BY WRITTEN INSTRUMENTS OR DECLARATIONS OF TRUST.

Be it enacted, etc., as follows:

SECTION 1. A voluntary association, created by written instrument or declaration of trust, the beneficial interest in which is divided into transferable certificates of participation or shares, may be sued in an action at law for debts and other obligations or liabilities contracted or incurred by the trustees under such written instrument or declaration of trust, or by the duly authorized agents of such trustees, or by any duly authorized officer of the association, in the performance of their respective duties under such written instrument or declaration of trust, and for any damages to persons or property resulting from the negligence of such trustees, agents, or officers acting in the performance of their respective duties, and its property shall be subject to attachment and execution in like manner as if it were a corporation, and service of process upon one of the trustees shall be sufficient.

SECTION 2. This act shall take effect upon its passage.
[Approved May 9, 1916.]

[ACTS OF 1910, CHAPTER 187.]

AN ACT TO PROHIBIT THE SALE OR TRANSFER OF THE ASSETS OF A CORPORATION IN FRAUD OF THE COMMONWEALTH.

Be it enacted, etc., as follows:

1910, Gen. 349,
§ 19.

SECTION 1. The sale or transfer, otherwise than in the ordinary course of trade and in the regular and usual prosecution of the corporation's business, of any part or the whole of the assets of a corporation which is subject to the provisions of chapter four hundred and thirty-seven

of the acts of the year nineteen hundred and three, and acts in amendment thereof and in addition thereto, and which is liable to taxation thereunder, shall be fraudulent and void as against the commonwealth, unless such corporation shall, at least five days before the sale or transfer, notify the tax commissioner of the proposed sale or transfer and of the price, terms and conditions thereof, and of the character and location of said assets. Whenever such a corporation shall make such a sale or transfer, the tax imposed by said chapter, or by acts in amendment thereof or in addition thereto, shall become due and payable at the time when the tax commissioner is so notified, or, if he is not so notified, at the time when he should have been notified.

SECTION 2. Nothing in this act shall apply to sales by receivers, assignees under a voluntary assignment for the benefit of creditors, trustees in bankruptcy, or by public officers under judicial process.

SECTION 3. This act shall take effect upon its passage.
[Approved March 9, 1910.]

[ACTS OF 1911, CHAPTER 70.]

AN ACT RELATIVE TO THE SERVICE OF TRUSTEE PROCESS
UPON FOREIGN CORPORATIONS.

Be it enacted, etc., as follows:

When a foreign corporation having a usual place of business in this commonwealth is summoned as trustee of the defendant in any action brought under the provisions of section one of chapter one hundred and eighty-nine of the Revised Laws, and when the defendant is an employee of such trustee, service of the writ may be made upon any paymaster or other officer or agent of the corporation whose duty it is to pay such employee, and such service shall be as binding upon the corporation as if it had been made upon the commissioner of corporations.
[Approved March 1, 1911.]

[ACTS OF 1911, CHAPTER 492.]

AN ACT RELATIVE TO THE LISTING AND ADVERTISING OF
SHARES OF STOCK OF MINING CORPORATIONS.

Be it enacted, etc., as follows:

SECTION 1. An officer of a mining corporation who makes a false statement, knowing the same to be false, in an application to any stock exchange to list the shares of such corporation shall be punished by a fine not exceeding five hundred dollars, or by imprisonment for not more than two years.

SECTION 2. No officer, agent, clerk or servant of a mining corporation, nor any person dealing in the shares of such corporation shall cause to be published any advertisement of the shares of such corporation in which any statement is made of the value of the property of the corporation, or of its present or prospective earnings, or of a prospective increase in the price of the shares, unless the president and a majority of the directors of such corporation, within sixty days prior to the date of the publication of such advertisement, shall have filed with the commissioner of corporations, in such form as he shall prescribe, a statement under oath of the financial condition of the corporation, a full description of its property, and a statement of the earnings, if any, from the operation of the same for the fiscal year next preceding the date of the filing of the said statement.

SECTION 3. Whoever, having caused the publication of such an advertisement, or being a promoter, officer, clerk or servant of a mining corporation, or a broker or agent for such a corporation or for such a promoter, or for the person or corporation causing the publication of such an advertisement, sells or offers for sale any shares of stock in such corporation knowing that any statement in such advertisement is false or is inconsistent with a statement filed under the provisions of section two of this act, shall

be punished by a fine of not more than five hundred dollars or by imprisonment for not more than two years.

SECTION 4. Whoever violates the provisions of section two of this act shall be punished by a fine of not more than two hundred dollars or by imprisonment for not more than one year; and an officer or director of a mining corporation who signs any false statement filed with the commissioner of corporations under the provisions of said section, knowing such statement to be false, shall be punished by a fine of not more than one thousand dollars or by imprisonment for not more than two years. [*Approved May 27, 1911.*]

[ACTS OF 1912, CHAPTER 586.]

AN ACT RELATIVE TO INCREASES OF CAPITAL STOCK BY
CHARTERED CORPORATIONS.

Be it enacted, etc., as follows:

SECTION 1. Every corporation heretofore organized by special act of the legislature for a purpose or purposes for which corporations may be organized under the provisions of chapter four hundred and thirty-seven of the acts of the year nineteen hundred and three and acts in amendment thereof or in addition thereto, except corporations which are empowered to manufacture, store, transmit, sell or distribute power, which now is or may hereafter become subject to said chapter four hundred and thirty-seven, shall hereafter, despite any provisions contained in its charter, be subject to said chapter in respect to the amount of real or personal property which it may hold, and may from time to time increase or decrease its capital stock in accordance with the provisions of said chapter four hundred and thirty-seven.

SECTION 2. This act shall take effect upon its passage. [*Approved May 15, 1912.*]

[ACTS OF 1913, CHAPTER 447, AS AMENDED BY GENERAL ACTS OF 1915, CHAPTER 118.]

AN ACT RELATIVE TO THE INCORPORATION AND MANAGEMENT OF CO-OPERATIVE ASSOCIATIONS WITH A CAPITAL STOCK NOT EXCEEDING TEN THOUSAND DOLLARS.

Be it enacted, etc., as follows:

1920, 349.

SECTION 1. Seven or more persons, residents of the commonwealth, may associate themselves as a corporation, association, society, company or exchange, for the purpose of conducting within the commonwealth any agricultural, dairy or mercantile business on the co-operative plan. The word "co-operative" shall form a part of the name of the corporation, and, for the purposes of this act, the words "association", "company", "exchange", "society" and "union", shall have the same signification and shall import a corporation.

SECTION 2. The corporation shall be formed in the manner prescribed in, and be subject to, the provisions of chapter four hundred and thirty-seven of the acts of the year nineteen hundred and three, and all acts in amendment thereof and in addition thereto, so far as they are not inconsistent with the provisions of this act.

SECTION 3. The capital stock of such a co-operative corporation shall not be less than one hundred dollars, nor more than one hundred thousand dollars. No stockholder shall own shares of a greater par value than one tenth of the total par value of the capital stock, nor shall any member be entitled to more than one vote on any subject arising in the management of the corporation.

SECTION 4. At any regular meeting, or at any duly called special meeting, at which a majority of all its stockholders shall be present, a corporation organized under this act may authorize the investment of its reserve fund or any part thereof, first, in the building in which it is doing business, or, second, in a first mortgage of real estate

owned and occupied as a dwelling by any of its stockholders.

SECTION 5. The directors of every such corporation shall apportion the earnings of the corporation in the following manner:

1. They shall set aside annually not less than ten per cent of the net profits of the corporation for a reserve fund until there is accumulated in said reserve fund an amount not less than thirty per cent of the paid-up capital stock.

2. They shall declare and pay dividends on the paid-up capital stock not exceeding five per cent per annum.

SECTION 6. 1. From the balance of the net earnings of the corporation the directors may appropriate a sum not exceeding five per cent of the annual net earnings to be used in teaching co-operation.

2. The directors shall distribute the remainder of such earnings or any part thereof by a uniform dividend upon the amount of purchases or sales of shareholders, through the corporation, and, if the directors so vote, upon the amount of wages which have been earned and paid to employees except that in the case of a purchaser who is not a shareholder, but who desired to become a shareholder, a dividend of one half the uniform dividend may be declared upon such non-shareholder's purchases or sales and credited to him on account of the purchase of stock for which he may subscribe. In productive corporations, including creameries, canneries, storages, factories and the like, dividends shall be calculated on raw material delivered to the corporation instead of on goods purchased. If the corporation be both a purchasing and a selling, or a productive concern, the dividends may be on both raw material and on goods purchased. The profits or net earnings of such corporation shall be distributed to those entitled thereto at such times as the by-laws prescribe, which shall be as often as once in twelve months.

SECTION 7. Any co-operative association now organized by law in this commonwealth for any of the purposes men-

tioned in this act, and qualified so to do, may by a majority vote of the stockholders at a meeting called for the purpose vote to accept the provisions of this act, and shall thereupon present to the commissioner of corporations a certificate signed and sworn to by its secretary, setting forth a copy of said vote, the date of the meeting at which the vote was passed, and such further evidence as the commissioner may require of its legal existence and of its intention to accept the provisions of this act. The commissioner shall examine the certificate and evidence of organization, and, if it appears that the provisions of law have been complied with, shall so certify, and shall approve the certificate by his endorsement thereon, and thereupon such corporation shall have the powers and privileges and be subject to the duties and liabilities of corporations formed under this act. Upon the payment of a fee of one dollar said certificate shall be filed in the office of the secretary of the commonwealth, who shall cause it and the endorsement thereon to be recorded.

SECTION 8. This act shall take effect upon its passage.¹

SECTION 9. No person, partnership, association or corporation, organized or doing business for profit, except corporations formed under the provisions of this act, or co-operative banks organized under chapter one hundred and fourteen of the Revised Laws, shall hereafter transact business under any name or title, which contains the word "co-operative". The provisions of section seventeen of chapter five hundred and ninety of the acts of the year nineteen hundred and eight shall apply to violations of this section, and as prescribed therein, proceedings shall be brought against any person, partnership, association or corporation which violates the provisions of this section. Any person, partnership, association or corporation not organized under the provisions of this act, transacting business under a name or title which contains the word "co-operative", shall alter the said name or title to

¹ Approved April 7, 1913.

comply with the provisions of this act within ninety days after its passage.

SECTION 10. The fee for filing and recording the articles of organization required by chapter four hundred and forty-seven of the acts of the year nineteen hundred and thirteen, including the issuing by the secretary of the commonwealth of the certificate of incorporation, shall be one twentieth of one per cent of the total amount of the authorized capital stock as fixed by the articles of organization, but not in any case less than five dollars.

[*Note.* — The provisions of chapter 349, Acts of 1920, providing for the issue of shares without par value, do not apply to corporations organized under this chapter.]

[ACTS OF 1913, CHAPTER 597.]

AN ACT RELATIVE TO THE HOLDING OF STOCK OF CERTAIN
PUBLIC SERVICE CORPORATIONS.

Be it enacted, etc., as follows:

SECTION 1. No corporation organized under or subject to the provisions of chapter four hundred and thirty-seven of the acts of the year nineteen hundred and three, except a corporation which by special law of this commonwealth is authorized to hold stock in a public service corporation, shall hereafter purchase or acquire, take or hold, directly or indirectly, more than ten per cent of the total capital stock of a corporation organized under the general or special laws of the commonwealth for the purpose of carrying on within the commonwealth the business of a railroad, street railway, electric railroad, elevated railway, gas or electric light, heat or power company.

SECTION 2. This act shall take effect upon its passage.
[*Approved May 2, 1913.*]

[ACTS OF 1914, CHAPTER 470.]

AN ACT RELATIVE TO PENALTY FOR UNAUTHORIZED
BANKING.*Be it enacted, etc., as follows:*

Section seventeen of chapter five hundred and ninety of the acts of the year nineteen hundred and eight is hereby amended by striking out the word "or", in the sixth line, and by inserting after the word "banking", in the same line, the words:— or "trust",— so as to read as follows:— *Section 17.* The commissioner or his deputy or examiners shall have authority to examine the accounts, books and papers of any corporation, person, partnership or association which does a banking business or makes a business of receiving money on deposit, or which has the words "bank", "banking" or "trust" in the name under which its business is conducted, in order to ascertain whether such corporation, person, partnership or association has violated or is violating any provision of section sixteen; and any corporation, person, partnership or association violating any provision of section sixteen shall forfeit to the commonwealth one hundred dollars a day for every day or part thereof during which such violation continues. Any violation of the provisions of section sixteen shall forthwith be reported by the commissioner to the attorney-general. The said forfeiture may be recovered by an information or other appropriate proceeding brought in the supreme judicial court or superior court in the name of the attorney-general. Upon such information or other proceeding the court may issue an injunction restraining such corporation, person, partnership or association from further prosecution of its business within the commonwealth during the pendency of such proceeding or for all time, and may make such other order or decree as equity and justice may require. [Approved May 4, 1914.]

[ACTS OF 1914, CHAPTER 658.]

AN ACT TO REGULATE CORRESPONDENCE AND OTHER LIKE
SCHOOLS.

Be it enacted, etc., as follows:

SECTION 1. It shall be unlawful for any person, firm, association or corporation engaged in the business of publishing or selling school or text-books or doing business as a correspondence school in this commonwealth, directly or indirectly, through its officers, agents or servants, to sell stocks, bonds or other securities, either of its own company or of other companies, until and unless such person, firm, association or corporation shall file with the commissioner of corporations a copy of the charter and by-laws of any company whose stocks, bonds or other securities are offered for sale, a detailed statement, under oath, of the condition of the company, the properties owned or controlled by the company and the condition thereof, and, before offering any such stocks, bonds or other securities for sale, a statement showing in detail the plan of selling the stocks, bonds or other securities, the plan of organization or increase of stock of the company, a copy of all contracts in connection with such sales of stocks, bonds, or other securities, the names and addresses of all officers, proposed officers or promoters of the company, and the amount and price of the said stock, and the commission and promotion fees or expenses of the organization of the company. If the commissioner of corporations is satisfied that the statements so furnished are correct and complete, that the proposed sale or sales of the stocks, bonds or other securities of the company will be conducted fairly, and that the representations therein contained are true, he shall, upon the payment of a fee of twenty-five dollars, issue a permit to sell such stocks, bonds or other securities. Any person, firm, association or corporation that violates the provisions of this section shall be punished by a fine of not more than five hundred dollars or by imprisonment

in the house of correction, or jail, for a period of not more than one year, or by both such fine and imprisonment.

SECTION 2. It shall be unlawful for any person, firm, association or corporation, engaged in the business of publishing or selling school or text-books, or doing business as a correspondence school, acting by its officers, servants or agents, or otherwise, to make any representation as to its financial condition, or as to the financial condition of any other company whose stocks, bonds or other securities such person, firm, association or corporation is engaged in selling, which representation is not in accordance with the truth and with the charter and by-laws of such company and with the certificate of financial condition and the representations filed in accordance with the provisions of section one hereof. Any person who purchases stocks, bonds, or other securities in pursuance or partly in pursuance of any such representation may recover the price so paid in an action of debt against the person, firm, association or corporation making the representation.

SECTION 3. Any pupil in or of any such correspondence school who is defrauded by a misrepresentation made by an officer or agent of, or by any advertisement or circular issued by, the school, or by any person, firm, association or corporation who or which sells text-books to the said school or to the pupils thereof, may have an action against such school, person, firm, association or corporation for recovery of three times the amount paid by him, to such school, person, firm, association or corporation.

SECTION 4. Every person, firm, association or corporation doing business in this commonwealth as a correspondence school shall conform to the law thereto appertaining, and with the rules and regulations established by the board of education.

SECTION 5. Violation of any provision of sections two, three or four of this act, or of any rule or regulation established by the board of education under authority hereof, shall be punished by a fine of not more than five hundred dollars for each offence. [*Approved June 13, 1914.*]

[ACTS OF 1914, CHAPTER 661.]

AN ACT RELATIVE TO FALSE REPORTS OR STATEMENTS
CONCERNING CORPORATIONS.

Be it enacted, etc., as follows:

SECTION 1. Whoever knowingly makes, executes, files or publishes any report or statement required by law to be made, executed, filed or published by a corporation in this commonwealth, whether such corporation is organized under the laws of this commonwealth or elsewhere, or whoever causes the same to be done, which report or statement is false in any material representation, shall be punished by imprisonment for not more than three years, or by a fine of not more than five thousand dollars, or by both such fine and imprisonment.

SECTION 2. Whoever knowingly makes, executes or publishes any report or statement required by the law of another state or country to be made, executed, or published by a corporation, or whoever causes the same to be done, within this commonwealth, which report or statement is false in any material representation, shall be punished by imprisonment for not more than three years, or by a fine of not more than five thousand dollars, or by both such fine and imprisonment. [*Approved June 13, 1914.*]

[GENERAL ACTS OF 1916, CHAPTER 83.]

AN ACT TO PROVIDE FOR RETURNS OF PROPERTY OF
FOREIGN CORPORATIONS SITUATED WITHIN THE
COMMONWEALTH AND SUBJECT TO LOCAL TAXATION
THEREIN.

Be it enacted, etc., as follows:

SECTION 1. Section fifty-four of Part III of chapter four hundred and ninety of the acts of the year nineteen hundred and nine, as amended by chapter one hundred and sixty-seven of the General Acts of the year nineteen

hundred and fifteen, is hereby further amended by striking out all after the word "report", in the nineteenth line, and inserting in place thereof the following:— Every foreign corporation which has property within the commonwealth subject to taxation under the laws thereof, shall annually, between the first and tenth days of April, beginning in the year nineteen hundred and seventeen, prepare and file in the office of the tax commissioner a return, in such form and with such detail as the tax commissioner may prescribe, signed and sworn to by its treasurer, showing all its property, real and personal subject to local taxation within the commonwealth on the first day of April and the location and value thereof, — so as to read as follows: — *Section 54.* Every foreign corporation shall annually, within thirty days after the date fixed for its annual meeting, or within thirty days after the final adjournment of said meeting, but not more than three months after the date so fixed for said meeting, prepare and file in the office of the secretary of the commonwealth, upon payment of the fee provided in section ninety-one of chapter four hundred and thirty-seven of the acts of the year nineteen hundred and three, a certificate signed and sworn to by its president, treasurer, and by a majority of its board of directors, showing the amount of its authorized capital stock, and its assets and liabilities as of a date not more than ninety days prior to said annual meeting, in such form as is required of domestic business corporations under the provisions of section forty-five of said chapter, and the change or changes, if any, in the other particulars included in the certificate required by section sixty of said chapter, made since the filing of said certificate or of the last annual report. Every foreign corporation which has property within the commonwealth subject to taxation under the laws thereof, shall annually, between the first and tenth days of April, beginning in the year nineteen hundred and seventeen, prepare and file in the office of the tax commissioner a

return, in such form and with such detail as the tax commissioner may prescribe, signed and sworn to by its treasurer, showing all its property, real and personal subject to local taxation within the commonwealth on the first day of April and the location and value thereof.

SECTION 2. This act shall take effect upon its passage.
[Approved March 30, 1916.]

[The foregoing is in part modified and in part repealed by the following sections of chapter 355 of the General Acts of 1919:—

SECTION 28. Part III of said chapter four hundred and ninety, as amended by chapter one hundred and sixty-seven of the General Acts of nineteen hundred and fifteen, by section one of chapter eighty-three of the General Acts of nineteen hundred and sixteen, by section one of chapter eighty-nine of the General Acts of nineteen hundred and seventeen, by chapter one hundred and thirty-three of the General Acts of nineteen hundred and eighteen, and by chapter one hundred and fifty-four of the General Acts of nineteen hundred and nineteen, is hereby further amended by striking out section fifty-four and substituting the following:— *Section 54.* Every foreign corporation shall annually, within thirty days after the date fixed for its annual meeting, or within thirty days after the final adjournment of said meeting, but not more than three months after the date so fixed for said meeting, prepare and file in the office of the secretary of the commonwealth, upon payment of the fee provided in section ninety-one of chapter four hundred and thirty-seven of the acts of nineteen hundred and three, a certificate signed and sworn to by its president, treasurer, and by a majority of its board of directors, showing the amount of its authorized capital stock, and its assets and liabilities as of a date not more than ninety days prior to said annual meeting, in such form as is required of domestic business corporations under the provisions of section forty-five of said chapter, and the change or changes, if any, in the

other particulars included in the certificate required by section sixty of said chapter, made since the filing of said certificate or of the last annual report.

SECTION 29. Every foreign corporation is hereby excused from filing in the office of the tax commissioner between the first and tenth days of August of the current year and between the first and tenth days of April in subsequent years, a return of its property as required by the amendments of section fifty-four of Part III of said chapter four hundred and ninety.]

[GENERAL ACTS OF 1916, CHAPTER 292, AS AMENDED BY GENERAL ACTS OF 1917, CHAPTER 168.]

AN ACT TO PROHIBIT THE PRACTICE OF LAW BY CORPORATIONS.

Be it enacted, etc., as follows:

SECTION 1. It shall be unlawful for any corporation to practice or appear as an attorney-at-law for any person other than itself in any court in this commonwealth or before any judicial body or to hold itself out to the public or to advertise as being entitled to practice law; it shall further be unlawful for any corporation to draw agreements, or other legal documents not relating to its lawful business, or to draw wills, or to practice law, or to hold itself out in any manner as being entitled to do any of the foregoing acts, whether by or through any person or persons, and whether orally or by advertisement, letter or circular: *provided, however*, that the foregoing shall not prevent any national bank or any bank or trust company incorporated under the laws of this commonwealth from furnishing to persons with whom it may deal or who may apply for the same, through its officers or agents, legal information or legal advice with respect to investments, taxation, or an issue or offering for sale of stocks, bonds, notes or other securities or property.

SECTION 2. Any corporation violating the provisions of this act shall be liable to a fine of not more than one thousand dollars; and every officer, agent or employee of any such corporation who, on behalf of the same, directly or indirectly, engages in any of the acts herein prohibited, or assists such corporation to do such prohibited acts, shall be deemed guilty of a misdemeanor, and shall be punished by a fine of not more than five hundred dollars.

SECTION 3. This act shall not prohibit a corporation from employing an attorney or attorneys in and about its own affairs or in any litigation to which it is or may be a party.

SECTION 4. This act shall not apply to any public service corporation nor to any corporation lawfully engaged in the examination and insuring of titles to real property, or lawfully engaged in the business of insurance against liability for damages or compensation on account of injury to persons or property, or lawfully engaged in assisting attorneys-at-law to organize corporations, or organized for and lawfully engaged in benevolent or charitable purposes, or organized under the authority of the commonwealth for the purpose of assisting persons without means in the pursuit of any civil remedy, nor shall it prohibit a newspaper from answering inquiries through its columns or any corporation from providing legal advice or assistance to its employees. Nothing in this act shall be construed to prohibit a corporation lawfully engaged in the business of conducting a mercantile or collection agency or adjustment bureau from employing an attorney-at-law to give legal advice concerning, or to prosecute actions in court which relate to, the adjustment or collection of debts and accounts only. [*Approved June 1, 1916.*]

[GENERAL ACTS OF 1917, CHAPTER 224.]

AN ACT TO PERMIT THE INCORPORATION OF AGRICULTURAL
AND HORTICULTURAL ORGANIZATIONS UNDER THE LAWS
RELATING TO BUSINESS CORPORATIONS.

Be it enacted, etc., as follows :

SECTION 1. Agricultural or horticultural organizations, instituted for the purposes of mutual help, may incorporate in the manner provided in chapter four hundred and thirty-seven of the acts of the year nineteen hundred and three and amendments thereof, and shall be subject to the provisions of said chapter and amendments thereof: *provided, however*, that if such a corporation is formed for the purpose of doing business at cost for the benefit of its members, it shall not be required to have a capital stock.

SECTION 2. This act shall take effect upon its passage.
[Approved May 4, 1917.]

[GENERAL ACTS OF 1917, CHAPTER 305.]

AN ACT TO REGULATE FOREIGN CORPORATIONS ENGAGED IN
THE BUSINESS OF WRECKING OR SALVAGING IN THE
NAVIGABLE WATERS OF THE COMMONWEALTH.

Be it enacted, etc., as follows :

SECTION 1. It shall be unlawful for any foreign corporation to engage in the business of wrecking or salvaging in the navigable waters of the commonwealth without first obtaining a license therefor from the commission on waterways and public lands, and filing a bond with the said commission. The license shall be granted upon the payment of a fee, not exceeding twenty-five dollars, to be fixed by the commission, and it shall be good for one year from the date of its issue. The bond shall run to the treasurer and receiver general, shall be for such amount as shall be fixed by, and shall have sureties satisfactory to, the said commission, and shall be conditioned upon pay-

ment by the licensee of such amounts as shall lawfully be due to any person for damage to person or property caused by any act of the corporation, its agents or servants, in this commonwealth.

SECTION 2. Violation of any provision of this act shall be punished by a fine of not less than fifty nor more than three hundred dollars for each offence.

SECTION 3. This act shall not be construed to impair any right or authority derived from, or exercised under, any law of the United States, or any right, license or privilege lawfully granted by any department thereof.
[Approved May 25, 1917.]

[GENERAL ACTS OF 1918, CHAPTER 196.]

AN ACT TO AUTHORIZE DOMESTIC CORPORATIONS TO MAKE
CERTAIN CONTRIBUTIONS IN TIME OF WAR.

Be it enacted, etc., as follows:

SECTION 1. Every domestic corporation or association organized for profit may, during the continuance of the war, by vote of a majority in interest of the stockholders or shareholders present and voting at a meeting called for that purpose, authorize the directors or trustees to contribute from time to time for the relief, aid and comfort of the armed forces of the United States an amount not exceeding in the aggregate during any fiscal year five per cent of the net profits of the corporation or association for the preceding year: *provided, however*, that, if any stockholder or shareholder at or prior to such meeting shall file with the clerk his written objection to such action, the corporation or association shall retain out of its contribution an amount equal to the interest of such stockholder or shareholder therein, and shall pay over the same, on demand, to him at any time within six months after the balance of the contribution shall have been paid.

SECTION 2. This act shall take effect upon its passage.
[Approved May 7, 1918.]

[GENERAL ACTS OF 1919, CHAPTER 70.]

AN ACT TO ENABLE MANUFACTURING CORPORATIONS TO PROVIDE FOR THE REPRESENTATION OF THEIR EMPLOYEES ON THE BOARD OF DIRECTORS.

Be it enacted, etc., as follows:

SECTION 1. A manufacturing corporation may provide by by-law for the nomination and election by its employees of one or more of them as members of its board of directors.

SECTION 2. All elections under the provisions of section one shall be held at the works of the corporation on the day of the annual meeting, and the voting shall be by secret ballot.

SECTION 3. If less than a majority of those entitled to vote participate in the election there shall be no election, and the vacancy shall be filled as the by-laws may prescribe.

SECTION 4. A director elected by the employees shall have the same rights and powers and shall be subject to the same duties and responsibilities as a director elected by the stockholders. [*Approved April 3, 1919.*]

[ACTS OF 1920, CHAPTER 462.]

AN ACT TO PROVIDE FOR THE ABATEMENT OF CERTAIN CORPORATION EXCISE TAXES.

Be it enacted, etc., as follows:

SECTION 1. Any foreign corporation which has, after the first day of July, nineteen hundred and fourteen, paid to the commonwealth a tax or taxes for any one year or years in excess of two thousand dollars under the provisions of section fifty-six of Part III of chapter four hundred and ninety of the acts of nineteen hundred and nine or of chapter seven hundred and twenty-four of the acts

of nineteen hundred and fourteen, and has not received a refund or abatement thereof, shall upon application therefor, as hereinafter provided, be entitled to an abatement in full of all such payments for any one year or years in excess of two thousand dollars, without interest.

SECTION 2. Applications for the abatement aforesaid shall be filed with the commissioner of corporations and taxation within sixty days from the date on which this act takes effect. If the commissioner finds that any such payment has been made, he shall issue a certificate of abatement. Upon the filing with the auditor of the commonwealth of such certificate, together with a release under seal, duly executed by the corporation and in a form approved by the auditor, of all claims against the commonwealth or any board, officer or employee thereof, for or on account of any tax or taxes paid to the commonwealth after the first day of July, nineteen hundred and fourteen, whether under said section fifty-six of Part III of chapter four hundred and ninety of the acts of nineteen hundred and nine, or under said chapter seven hundred and twenty-four of the acts of nineteen hundred and fourteen, the treasurer of the commonwealth shall pay to such corporation the amount called for by the said certificate.

SECTION 3. For the purposes of this act there may be expended such sums as are hereafter appropriated by the general court. [*Approved May 14, 1920.*]

[ACTS OF 1920, CHAPTER 582.]

AN ACT RELATIVE TO THE FILING OF PETITIONS FOR
LEGISLATION AFFECTING CORPORATIONS.

Be it enacted, etc., as follows:

SECTION 1. Whoever intends to present to the general court a petition to establish or revive a corporation, other than a public service corporation or a college, university or other educational institution to which chapter two hundred and ninety-three of the General Acts of nineteen hundred and nineteen applies, or to amend the charter, enlarge the powers or change the corporate purpose or name of such an existing corporation, shall, on or before the first day of November prior to its intended presentation, deposit the same in the office of the commissioner of corporations and taxation. The petition shall specifically set forth the facts showing why the object sought cannot be accomplished under the general laws, and if such a petition relates to a corporation or proposed corporation organized or to be organized for purposes of business or profit, shall be accompanied by a fee of twenty-five dollars, which shall be paid into the treasury of the commonwealth.

SECTION 2. The commissioner of corporations and taxation shall examine every petition filed in accordance with section one, and shall attach to each petition a certificate or memorandum stating whether or not, in his opinion, the object sought may be accomplished under the general laws or whether the same requires legislation. He may also insert in said memorandum any other relevant statement which, in his opinion, might be of assistance to the general court in passing upon the petition, and shall transmit the same to the general court not later than the second Saturday of the following regular session. [*Approved June 2, 1920.*]

[ACTS OF 1920, CHAPTER 598.]

AN ACT TO INCREASE CERTAIN FEES PAYABLE BY CORPORATIONS AND OTHERS.

Whereas, There is immediate need of additional revenue to defray the expenses of the commonwealth, therefore, this act is hereby declared to be an emergency law necessary for the immediate preservation of the public convenience.

Be it enacted, etc., as follows:

SECTION 1. Section eighty-eight of chapter four hundred and thirty-seven of the acts of nineteen hundred and three, as amended by section one of chapter three hundred and ninety-six of the acts of nineteen hundred and seven, and by section eight of chapter three hundred and forty-nine of the acts of the current year, is hereby further amended by striking out the word "twenty-five", in the last line, and substituting the word:— fifty, — so as to read as follows:— *Section 88.* The fee for filing and recording the articles of organization required by section eleven, including the issuing by the secretary of the commonwealth of the certificate of incorporation, shall be one twentieth of one per cent of the total amount of the authorized capital stock with par value, and five cents a share for all authorized shares without par value, as fixed by the articles of organization; but not in any case less than fifty dollars.

SECTION 2. Section eighty-nine of said chapter four hundred and thirty-seven, as amended by section two of said chapter three hundred and ninety-six, and by section nine of said chapter three hundred and forty-nine, is hereby further amended by adding at the end thereof the words:— but not in any case less than twenty dollars, — so as to read as follows:— *Section 89.* The fee for filing and recording the certificate required by section forty-two providing for an increase of capital stock shall be one twentieth of one per cent of the amount of stock with

par value and five cents a share for all shares without par value, by which the capital is increased, but not in any case less than twenty dollars.

SECTION 3. Section ninety of said chapter four hundred and thirty-seven, as amended by section three hundred and sixty-one of chapter two hundred and fifty-seven of the General Acts of nineteen hundred and eighteen, is hereby further amended by striking out the said section and substituting the following: — *Section 90.* The fee for filing all other certificates, statements or reports required by law shall be ten dollars for each certificate, statement or report, but no fee shall be paid for filing the annual tax return required by sections four and seventeen of chapter three hundred and fifty-five of the General Acts of nineteen hundred and nineteen. No fee shall be paid for filing the certificate of change of officers or of the date of the annual meeting required by sections eighteen *a* and twenty *a* respectively.

SECTION 4. Said chapter four hundred and thirty-seven is hereby further amended by striking out section ninety-one and substituting the following: — *Section 91.* Every foreign corporation which is subject to the provisions of this act shall pay to the officers hereinafter designated the following fees: For filing a copy of its charter, by-laws and the certificate required by section sixty, fifty dollars to the treasurer and receiver-general. For filing all other certificates and statements, including the annual certificate of condition required by section sixty-six, ten dollars to the secretary of the commonwealth.

SECTION 5. Section ninety-one of chapter seven hundred and forty-two of the acts of nineteen hundred and fourteen, as amended by chapters ninety-two and two hundred and sixty-four of the General Acts of nineteen hundred and fifteen, is hereby further amended by striking out the last two paragraphs of said section and substituting the following: — For filing and recording the copies of the votes or the certificates, as the case may be, required

by sections twenty-nine, forty-eight, fifty-two, fifty-three, sixty-nine, seventy-one and seventy-two, ten dollars for each such copy or certificate. For filing and recording the certificate required by section sixty-five, ten dollars.

SECTION 6. Section eighty-six of chapter one hundred and ten of the Revised Laws, as amended by chapter two hundred and nineteen and section one of chapter three hundred and eighty-two of the acts of nineteen hundred and eight, is hereby further amended by striking out the fifth paragraph and substituting the following: — For filing and recording the certificate of condition required by section fifty-one, ten dollars.

SECTION 7. Section five of chapter three hundred and seventy-four of the acts of nineteen hundred and four is hereby amended by striking out the word “fortieth”, in the thirteenth line of the fourth paragraph, and substituting the word: — twentieth.

SECTION 8. The fee for copies of any official papers certified by the secretary of the commonwealth shall be fifty cents for the first page and forty cents for each additional page. [*Approved June 4, 1920.*]



